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STRATEGIES FOR THE DEVELOPMENT AND MAINTENANCE OF CONSTITUTIONS AND BY-LAWS OF SPORT GOVERNING ASSOCIATIONS

by

© JOHN H. WINDSOR

A THESIS

SUBMITTED TO THE FACULTY OF GRADUATE STUDIES AND RESEARCH

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The undersigned certify that they have read, and recommend to the Faculty of Graduate Studies and Research, for acceptance, a thesis entitled "Strategies for the Development and Maintenance of Constitutions and By-Laws of Sport Governing Associations" submitted by John Windsor in partial fulfilment of the requirements for the degree of Master of Arts.

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Date 14th June 1979

DEDICATION

To my Mother for the confidence and support she has given me over the years and to my Father in appreciation for his support and the many hours sacrificed analysing Jack London's White Fang, my heart felt thanks. Finally, I extend my appreciation to my sister Penelope and my brothers Gerard, Michael, Guy and Hugh for their encouragement and support during the last two years.

ABSTRACT

The purpose of this study was to develop guidelines and suggested strategies that could be utilized by amateur sport associations to develop and/or maintain their constitutions and by-laws.

In Chapter I the increasing involvement of the Federal Government of Canada and the Provincial Government of Alberta in amateur sport since 1961 was highlighted together with a recognition of the important role played by the volunteer administrator in amateur sport.

Chapter II reviewed the existing pieces of legislation from the Federal, Provincial and Territorial governments of Canada that pertained to the incorporation of nonprofit organizations. This review identified the requirements of each legislation and highlighted any commonalitites among them. It also provided an insight into the terminology utilized by and the clarity of the legislation.

The purpose of Chapter III was to determine the amount and quality of any supplementary material provided to organizations requesting information for developing or reviewing their by-laws by those Federal, Provincial and Territorial departments concerned with consumer and corporate affairs and fitness and amateur sport and also any supplementary material supplied by those federations or agencies in Canada that serve as a unifying force and/or an administrative centre for amateur sport.

Chapter IV examined the constitutions and by-laws of fifty-

five amateur sport associations in Alberta to determine any commonalities or omissions among them, to identify any contradictions within the by-laws of each association and to comment on the clarity of all the by-laws.

As a result of the tabulations and examinations in Chapters II, III, and IV, the need for increased assistance for amateur sport associations developing and/or maintaining their constitution and by-laws was identified. Using the information presented in Chapters II, III, and IV and after examining additional references pertaining to parliamentary procedures and meeting management, a comprehensive set of guidelines and suggested strategies for the development and maintenance of the by-laws of amateur sport associations of Alberta was developed.

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CHAPTER I

INTRODUCTION

The financial and program commitments of the provincial and federal governments of Canada to sport have increased substantially during the last two decades.

> Sport is a field in which government interest has been negligible until very recent years (Report of the Task Force on Sport for Canadians, 1969, p. 5).

Prior to 1960 the various levels of government in Canada provided some program and financial assistance to sport. In 1961, however, the federal government introduced Bill C-131, An Act to Encourage Fitness and Amateur Sport - a milestone in government involvement in sport.

> Only as recently as 1961, with the passing of the Fitness and Amateur Sport Act, did the federal government commit itself to an ongoing involvement in sport (Campagnolo, 1977, p. 3).

Bill C-131 had as its stated objects and powers:

> . . . to encourage, promote and develop fitness and amateur sport in Canada, and, without limiting the generality of the foregoing, the Minister may, in furtherance of such objects,
> (a) provide assistance for the promotion and development of Canadian participation in national and international amateur sport;
> (b) provide for the training of coaches and such other personnel as may be required for the purpose of this Act;
> (c) provide bursaries or fellowships to assist in the training of necessary personnel;
> (d) undertake or assist in research or surveys in respect of fitness and amateur sport;

(e) arrange for national and regional conferences designed to promote and further the objects of this Act;
(f) provide for the recognition of achievement in respect of fitness and amateur sport by the grant or issue of certificates, citations or awards of merit;
(g) prepare and distribute information relating to fitness and amateur sport . . . (1961, pp. 1-2).

In addition to outlining these powers and objectives, the Bill provided for the creation of a National Advisory Council on Fitness and Amateur Sport, but did not specify its responsibilities.

Gradually the federal government more clearly defined its sport mandate by issuing further policy statements for sport. In 1969 the Report of the Task Force on Sport for Canadians made numerous recommendations, many of which were aimed at the elite athlete and some which expressed a concern for the fitness of all Canadians.

It is recommended that:
1. the Government institute a strong and concerted program of public information designed to make the public aware of the value and depth of Canadian sports development;
2. the National Advisory Council on Fitness and Recreation take an active part with the Directorate of Fitness and Amateur Sport in furthering a programme of public education on the importance and value of fitness; (p. 82)

and in the field of sports administration it was recommended:

that the current programme of grants to sports governing bodies to assist them with administrative problems be significantly increased; and should this require revision of current grants criteria, such revision should be undertaken immediately (p. 83).

Then early in the 1970's the Minister for National Health and Welfare, the Honourable John Munro, stated in his Address to the Canadian Association for Health, Physical Education and Recreation that:

> We have embarked on a program that we think is going to be effective in stimulating young Canadians to achieve physical fitness and older Canadians to recognize that no nation can be fit without the facilities and achievement orientation necessary for a genuine standard of physical and health excellence (1971, pp. 1-2).

These federal government statements led to increased federal funding as the financial contributions of the Department of Health and Welfare increased from $500,000 to $6 million for Sport Canada-Recreation Canada between 1961 and 1971 (Green Paper, 1977, p. 30).

And by 1977 the budget for only Sport Canada, the federal agency responsible solely for sport, had increased to $18.5 million (Green Paper, 1977, p. 30).

Similar increased financial expenditures highlight the involvement of the Province of Alberta in sport and recreation programs during the same period. In 1967-68 the budget for the operation of the Recreation Branch in the provincial Department of Youth was $499,187. By 1972-73 the budget for the operation of the same branch had risen to $3,018,429. Then, by 1976-77 the expenditure for grants, and expenses for only the Sports and Fitness Section of the Department of Recreation Parks and Wildlife was $4,146,557 of which $3 million was a grant to the Commonwealth Games for the construction of capital facilities (Alberta Public Accounts, 1967-68, and 1976-77. Cited by Baka, 1978, p. 193).

The most recent stimulant to amateur sport in Alberta was the creation in 1978 of a revised funding procedure by the Government of Alberta. In short, this program provided registered and incorporated sport and recreation associations with the potential to receive substantially increased funding. The criteria used to

determine the amount of money which an association is eligible to receive are confidential, but they are based on the number of participants in the sport and the activity and development programs planned by an association for at least the ensuing two years.

The major requirements that must be met by an association to be eligible for this funding are: it must be incorporated and registered under the Societies Act of Alberta; it must be recognized by the national association of the sport and by the Department of Recreation Parks and Wildlife in Alberta and finally it must submit an association profile along with a copy of its constitution and by-laws to the Department of Recreation Parks and Wildlife.

With the potential for increased funding came the requirement of further accountability on the part of the amateur sport associations to the granting agency, the Government of Alberta. Thus, there was increased pressure on the stalwarts of amateur sport - the volunteers - to more effectively manage their associations.

As a direct consequence of being held more accountable by different funding bodies, amateur sport associations have been forced to more thoroughly articulate the structure of their associations and more explicitly plan and carry out their programs. And it is the volunteer who continues to be responsible for most, if not all of these increased responsibilities. Many people readily recognize the tremendous contributions and accomplishments of volunteers in amateur sport administration and believe that the volunteer will

continue to be the ever present factor in the management of amateur sport. However, many people, including volunteer amateur sport administrators, acknowledge the fact that many volunteers are deficient in administrative skills and knowledge:

> One of the major problems affecting amateur sport in Canada arises from the very spirit of enterprise and self-sacrifice that has been so important an element in its growth. Amateur sport is conducted by volunteers, who give their time because of their love of the sport, because they have had a long association with it, as players or officials, and because they are proud of its growth and the part they have played in bringing this about.
>
> Yet amateur sports officials themselves are highly conscious of the deficiencies of voluntary leadership (Report of Task Force on Sport for Canadians, 1969, p. 58).

Thus, to overcome these deficiencies ways must be developed to assist the volunteer in his administrative role in amateur sport.

There are many areas in which this assistance could be provided, but the closer to the inception of an association that this administrative direction can be developed the better. An area of primary concern in this regard is the development of a comprehensive and explicit constitution and by-laws, for they can provide an association with a clear definition of purpose and effective operating procedures for the management of the association.

> Constitutions and by-laws need to be kept in their proper perspective. Often sports groups lose sight of the fact that this paperwork is only a written description of how the system operates. Constitutions and by-laws are similar to an owner's manual for a new camera. They tell you how it is supposed to operate (Committee for the Unifications of Sport, 1976, p. 14).

To further pursue the analogy of a camera and the owner's manual, the better results one wishes to obtain from the camera, the more effectively one has to understand and implement the instructions

provided in the owner's manual. So too is the case of constitutions and by-laws as they are the operator's manual for those who govern sports associations. However, rather than being supplied with a manual at the time of purchase, a group of persons forming an amateur sport association must develop their own operator's manual, their unique constitution and by-laws.

With the increased financial support provided to amateur sport and the resulting increased accountability demanded from amateur sport, it becomes obvious that good management practices will be essential. The initial step in attempting to ensure good management practices is to develop a constitution and by-laws which clearly define the purpose or purposes of the association and the most effective operating procedures to achieve the purpose or purposes.

PURPOSE OF THE STUDY

The act of incorporation in Alberta requires an association to develop a constitution and by-laws which explicitly state the purpose of the association and the operating procedures of the association. By developing explicit and comprehensive by-laws which meet the specific needs of a sport association, the potential for the effective management and functioning of the association should be enhanced.

The purpose of this study was:

1. To review the existing legislation from the Federal, Provincial and Territorial governments of Canada that pertain to the incorporation of nonprofit organizations. This review identified the requirements of each legislation and highlighted any commonalities among them. If also provided an insight into the terminology

utilized by and the clarity of each legislation.

2. To determine the amount and quality of any supplementary material provided to organizations requesting information for developing or reviewing their by-laws by those Federal, Provincial and Territorial government departments concerned with consumer and corporate affairs and fitness and amateur sport and also those federations or agencies in Canada that serve as a unifying force and/or an adminstrative centre for amateur sport.

3. To examine the constitutions and by-laws of the fifty-five (55) amateur sport governing associations in Alberta to determine any commonalities or omissions among them, to identify any contradictions within the by-laws of each association and to comment on the clarity of all the by-laws.

As a result of these three independent examinations and after examining additional references in parliamentary procedures and meeting management, a comprehensive set of guidelines and suggested strategies for the development or maintenance of the by-laws of the amateur sport governing associations of Alberta was developed.

JUSTIFICATION OF THE STUDY

There are a number of reasons for undertaking this study.

Firstly, the amount of literature readily available to lay individuals pertaining to the development of constitutions and by-laws is limited. Various government departments across the country provided literature to interested nonprofit organizations. However, the majority of this literature provided only information which outlines the minimal requirements for incorporation. Unfortunately,

very little of this information provided organizations with various guidelines and alternate strategies which might suit their needs. Virtually all of the material provided by the government agencies, other than the actual legislation, was sample constitutions and by-laws with no suggested alternatives to suit the individual needs of specific associations.

Secondly, an initial study was undertaken by the author in 1978 to provide sport administrators with basic guidelines for developing constitutions and by-laws. The response from the people who attended the seminars that resulted from the study emphasized the need for an indepth study and more explicit information in this area.

Finally, the revised funding regulations for Alberta Amateur Sport Governing Associations in 1978 required the associations to be more accountable and thus undertake more effective management strategies. One strategy which can assist an association in becoming more effective is to establish explicit and comprehensive by-laws.

DEFINITIONS OF TERMS

An amateur sport association. It is a collection of individuals with an interest in a sport who become incorporated to develop and regulate their sport in accordance with their constitution and by-laws.

An amendment. This is a change in the wording of a motion, usually a main motion. It is made so the motion more accurately expresses what the majority of the group want it to say and it is made before the motion is voted upon (Keesey, 1974, p. 41). It is also the altering of the by-laws of an organization by an extraordinary resol-

ution to assist in the more effective management of the organization.

An audit. It is the periodic verification of records of an organization by an independent auditor (Deschler, 1976, p. 43).

A by-law. "This is a term applied to the permanent regulations or laws which regulate and govern the affairs of a company under powers conferred upon it by letters patent or supplementary letters patent or by an act of the legislature or Parliament" (Bourinot, 1963, p. 86).

A constitution. "This is a compilation of the fundamental rules defining the government of an organization" (Sturgis, 1950, p. 91). A constitution may be eliminated if the by-laws are written to contain the information that would usually appear in the constitution (Keesey, 1974, p. 157).

Ex-officio. "This means to hold an office, or position, because of holding another office, as a president being ex-officio a member of the executive committee" (Sturgis, 1950, p. 244).

An extraordinary (special) resolution. "This is a resolution passed by a specific majority (i.e., usually a two-thirds or three-quarters majority is required) of members who are entitled to vote and are present at or send (i.e., where proxies are allowed) by proxy to a general meeting of which notice specifying the intention to propose the resolution as an extraordinary resolution has been duly given" (Yukon Societies Ordinance, 1958, p. 1497).

The Federal government. The Canadian Federal Government was formed by an agreement among member provinces and territories to merge into a union in which the control of certain affairs is maintained by the central government.

A goal. "It is the end toward which the effort or ambition of an association is directed" (Webster, 1976).

To incorporate. "It is the act of forming a group of people into a legal entity recognized by law and with special rights, duties, functions and liabilities distinct from its members" (Sturgis, 1950, p. 245).

Nonprofit. This refers to an association that is not entered into or operated for the purpose of making a profit (Pandom House, 1966).

A Provincial government. It is one of the ten geographic regions defined by the Canadian Constitution which maintains its own provincial legislature and is responsible for the governing of matters within its jurisdiction.

A quorum. "It is the number or portion of persons which must be present at a meeting to enable the assembly to act legally on business" (Sturgis, 1950, p. 246).

A registrar. He/she is an individual appointed as an official recorder and who keeps records (Random House, 1966).

Signing officers. They are those designated members of an organization who are authorized by virtue of the constitution and by-laws to act as signatories in any transaction of the organization.

Special (ad hoc) committee. "This is a committee appointed to accomplish a particular task and to submit a special report. It ceases to exist when its task is completed" (Sturgis, 1950, p. 247 and Keesey, 1974, p. 114).

Sports federation. This is a united body formed by a number of sports associations for a common purpose, but each association retains

control of its internal affairs.

Subscription (Membership Fee). This is the due paid by a member of an association to gain or maintain membership and to be eligible for all the benefits offered by that association (Random House, 1966).

A standing committee. "This is a committee that handles all business on a certain subject which may be referred to it, and has a term of service corresponding to the term of office of the officers of the organization" (Sturgis, 1950, p. 247 and Keesey, 1974, p. 113).

Territorial government. It is that administrative unit or division of a country, similar to a province, except that it does not possess its own legislative powers. Rather a territorial government is administered by a Council with the majority of the legislative power retained by the federal government.

METHODOLOGY

This study was divided into four distinct sections. Chapter II included a compilation of legislation supplied by those departments of the federal, provincial and territorial governments responsible for consumer and corporate affairs. The existing legislation was tabulated so that all commonalities and exceptions were readily identifiable so that the reader would have a better understanding of the existing legislation in Canada that pertained to nonprofit organizations.

In Chapter III there was a tabulation of the supplementary material supplied by those departments of the federal, provincial and territorial governments that are responsible for consumer and corporate affairs and fitness and amateur sport and also from those

agencies or federations that serve as administrative centres and/or as a unifying force for amateur sport at the provincial and federal levels of government. Each of these three resource areas were tabulated separately as this supplementary material is not necessarily sport specific. The tabulation of this material determined whether the information that is provided would assist an association to identify various guidelines and strategies when revising or developing its constitution and by-laws.

Chapter IV focused specifically upon the constitutions and by-laws of the provincial amateur sport associations in Alberta. More specifically, the constitutions and by-laws of the fifty-five amateur sport associations in the province that applied to and are on file with the Sports and Fitness Section of the Department of Recreation Parks and Wildlife for funding in July 1978 will be examined.

A comprehensive quantitative tabulation was made to examine the contents of the constitutions and by-laws of each association to determine:

a. Any widespread commonalities among the constitutions and by-laws, and

b. Any obvious omissions as they relate to the Societies Act of Alberta.

Comparative judgements were also be made to highlight:

a. Any contradictions within the constitution and by-laws of each association, and

b. The clarity of each constitution and by-law.

Finally, from this total overview of the legislation, the supplementary material from the different levels of government and from other support agencies and the by-laws of the Alberta sport governing associations, guidelines were devised in Chapter V to assist nonprofit amateur sport associations in developing by-laws. Also, alternate strategies were included with the guidelines so that an association may choose a strategy that may prove most effective for its perceived needs.

LIMITATIONS

The literature supplied by the various departments in the federal, provincial and territorial governments varied significantly. Some provided none, others provided limited material that was very superficial, and still others supplied only the respective legislation that was full of legal nomenclature.

DELIMITATIONS

Only actual constitutions and by-laws of those Alberta Sport Governing Associations which are on record with the Sports and Fitness Section of the Department of Recreation Parks and Wildlife, and who applied for financial assistance from the department in July 1978 were examined.

The study has been further delimited by the fact that most of the government departments concerned with incorporation have supplied varying portions of the legislation concerning incorporation, ranging from the total chapter that deals with the Companies Act to abridged versions. All the legislation that was supplied will be examined regardless of whether total legislation was supplied or not.

CHAPTER II

INTRODUCTION

This chapter will consider the existing legislation that pertains to the incorporation of nonprofit organizations and that was supplied by the Federal Government, the ten provincial governments, and the two territorial governments. However, before presenting the cumulative tabulation and discussion of this legislation, it was deemed appropriate to relate how the legislation was acquired.

The appropriate department in each federal, provincial and territorial government that is concerned with consumer and corporate affairs was contacted, and copies of the legislation pertaining to the incorporation of nonprofit organizations was requested. All thirteen governments acknowledged receipt of the request and all thirteen complied by supplying the relevant legislation (see Table 1).

It should be noted that Manitoba, New Brunswick and Ontario do not require nonprofit associations (i.e., corporations without share capital) to file their constitution and by-laws with the respective provincial branch that is concerned with consumer and corporate affairs.

> A corporation without share capital incorporated under the laws of the Province of Manitoba, is not required to file with this department its constitution and by-laws (Khan, May 1978).

New Brunswick went so far as to acknowledge deficiency in its present legislation.

TABLE 1

LEGISLATION SUPPLIED BY GOVERNMENTS

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
I. BILL S-4. AN ACT RESPECTING CANADIAN NONPROFIT CORPORATIONS	•												
II. SOCIETIES ACT. CHAPTER 34		•											
III. SOCIETIES ACT			•										
IV. CORPORATIONS ACT. CHAPTER C225. PART XXII. CORPORATIONS WITHOUT SHARE CAPITAL				•									
V. COMPANIES ACT. SECTION 18					•								
VI. COMPANIES ACT, PART 5. SECTION 253						•							
VII. SOCIETIES. CHAPTER 286							•						
VIII. CORPORATIONS ACT. CHAPTER 89								•					
IX. COMPANIES ACT. CHAPTER 15									•				
X. COMPANIES ACT										•			
XI. SOCIETIES ACT. CHAPTER 142											•		
XII. SOCIETIES ORDINANCE. CHAPTER 89												•	
XIII. COMPANIES ORDINANCE. SECTION 156												•	
XIV. SOCIETIES ORDINANCE. CHAPTER 101													•

> Our Companies Act is rather antiquated, and at present we do not require a nonprofit association to file their Constitution and By-laws when incorporating their Company (Kerr, June 1978).

MAJOR CLASSIFICATIONS OF LEGISLATION

An initial examination of the legislation identified two major groupings. There was that legislation that dealt solely with nonprofit associations and there was that legislation that pertained to any incorporated organization but that contained a specific part within or supplemental to the legislation for nonprofit organizations. Qualifying for the first category was the legislation from the Federal Government, the provinces of Alberta, British Columbia, Nova Scotia, Quebec, Saskatchewan, the Northwest Territories and the Yukon. In this legislation Bill S-4 - An Act Respecting Canadian Nonprofit Corporations, a Federal Act, was by far the most all encompassing. In fact, the author feels that there were areas within the federal legislation that were somewhat irrelevant and incomprehensible for most nonprofit sport organizations. The legislation qualifying for the latter category was Part III of the Corporations Act of Ontario which dealt with corporations without share capital, Part II of the Companies Act of Prince Edward Island and Part XXII of the Corporations Act of Manitoba. The briefest piece of legislation in this group was Section 18 of the Companies Act of New Brunswick.

COMPARISON OF AREA HEADINGS OF THE LEGISLATION

By an initial examination of area headings of the legislation and then a more in-depth study of the contents under each of those headings it is hoped that the reader will better understand the existing

Canadian legislation that pertains to nonprofit organizations.

Table 2 provides a tabulation of the major area headings that appeared in the thirteen pieces of legislation. There is a tremendous amount of similarity among the contents of the material under each heading from the different pieces of legislation. However, much of the content is jurisdicational. An example of the most general headings used were from the legislation supplied by New Brunswick where all the information was grouped under two headings - 'Interpretation and Application' and 'Members'.

The most frequently occuring heading in the legislation was that of 'Interpretation, Definitions and Applications'. It appeared in all the legislation. The next most frequently occuring headings were 'Incorporation, Registration, Certificate of Registration and Name', 'Liquidation and Dissolution' - headings that deal with the formation and termination of an association - 'Amendments, Change of Name and Amalgamation' and 'Members'. All of these headings occurred in all but one legislation.

Another heading of major importance is 'Schedules'. Schedules are basically the outlines of what must be contained in the articles of incorporation (i.e., the application for incorporation and the by-laws). Nine of the thirteen pieces of legislation contained information on scheduling. These Schedules accompanied the legislation as an appendix rather than actually being included in the body of the legislation.

The frequency of occurrence of the other headings varied considerably; however, of the fifty-one headings contained in the legislation there are thirty-three headings that appear three or fewer times in all of the legislation. This lack of uniformity among the headings

TABLE 2

MAJOR HEADINGS CONTAINED IN EACH LEGISLATION

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
SHORT TITLE	•	•				•					•	•	•
INTERPRETATION AND APPLICATION (INCLUDING DEFINITIONS)	•	•	•	•	•	•	•	•	•	•	•	•	•
INCORPORATION, REGISTRATION, CERTIFICATE OF, NAME	•	•	•	•		•	•	•	•	•	•	•	•
CAPACITY AND POWERS	•					•	•		•		•	•	•
MEMBERS	•	•	•	•	•		•	•	•	•	•	•	•
MEETINGS	•	•	•				•	•		•	•	•	•
DIRECTORS, OFFICERS AND EXECUTIVE COMMITTEE	•	•	•	•			•	•	•	•	•		•
CHANGE OF NAME, AMENDMENTS AND AMALGAMATION	•	•	•	•		•	•	•	•	•	•	•	•
REGISTERED OFFICE AND RECORDS	•		•			•	•	•	•	•	•	•	•
INVESTIGATION AND SPECIAL PROCEDURES	•		•										
VOTING (INCLUDING PROXIES)	•		•	•			•	•		•	•		•
FINANCIAL	•		•					•	•	•	•	•	•
EXTRA-PROVINCIAL (TERRITORIAL) AND BRANCH SOCIETIES		•	•										
LIQUIDATION AND DISSOLUTION	•	•	•	•		•	•	•	•	•	•	•	•
REMEDIES, OFFENCES AND PENALTIES	•					•			•	•	•	•	
GENERAL	•	•	•				•				•		•
BORROWING POWERS	•	•	•					•	•				
SCHEDULES		•	•	•		•	•	•	•			•	•
RULES						•					•	•	
DUTIES						•						•	•
SUPPLEMENTAL	•					•		•	•				
BY-LAWS				•			•	•	•			•	
EXISTING SOCIETIES						•							
INSPECTION OF BOOK AND AFFAIRS						•			•	•			

TABLE 2 (CONT'D)

MAJOR HEADINGS CONTAINED IN EACH LEGISLATION

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
ADMINISTRATION							•				•		
LIABILITY								•	•				
SERVICE OF DOCUMENTS TO COMPANY									•		•		
AUDIT			•					•	•				
RETURNS		•				•							
FEES									•	•			
CANCELLING AND SUSPENSION OF REGISTRY						•				•			
CORPORATE FINANCE	•												
SECURITY CERTIFICATES, REGISTER AND TRANSFERS	•							•					
TRUST INDENTURES	•												
RECEIVERS AND RECEIVER MANAGERS	•												
MEMBERS ASSOCIATED INTERESTS	•												
PROSPECTUS QUALIFICATION	•												
BOARDS OF TRADE AND CHAMBERS OF COMMERCE	•												
PRIVILEGES OF SOCIETY						•							
PROPERTY AND FUNDS OF REGISTERED SOCIETY						•							
OFFICERS IN RECEIPT OR CHARGE OF MONEY						•							
DISPUTES						•							
NOT FOR GAIN								•					
CO-OPS								•					
INCIDENTAL POWERS								•					
DUPLICATES TO BE FILED								•					
PAYMENT OF PRESIDENT AND DIRECTORS								•					
LETTERS PATENT									•				
ENDORSEMENT BY MINISTER OF JUSTICE									•				

TABLE 2 (CONT'D)

MAJOR HEADINGS CONTAINED IN EACH LEGISLATION

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
PURCHASING POWERS									•				
ANNUAL REPORT									•				

highlights the individuality of the approach of each province to the legislation despite the fact that the basic ingredients of the legislation are similar.

EXAMINATION OF THE CONTENTS OF EACH HEADING

Table 2, by its tabulation of the legislation concerning the incorporation of nonprofit organizations, provides the reader with a general overview of the requirements of each legislation. In this section a more in-depth examination of the material contained under each heading will be made. As with the examination of the area headings, this examination is not meant to be critical; rather it only serves to provide the reader with a greater understanding of the existing legislation in Canada concerning nonprofit organizations.

The area of 'Interpretation and Application', which occurs most frequently in the legislation is in most cases an introduction to the legislation (see Table 3). It includes a definition of terms that are

TABLE 3

INTERPRETATION AND APPLICATION (INCLUDING DEFINITIONS)

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
A. DEFINITIONS OF FREQUENTLY USED TERMS	•	•	•	•		•	•	•	•	•	•	•	•
B. 1. TO WHOM THE LEGISLATION APPLIES	•	•	•	•	•			•					
2. PROVISIONS OF BY-LAWS CONTINUE IN FORCE UNTIL REINSTATED OR ALTERED		•											

used in each legislation and in six pieces of legislation this area also identifies the types of associations for whom the legislation is relevant. The definitions provide the reader of the legislation with a basic understanding of the terminology that will be used throughout the legislation.

The area of 'Incorporation" (see Table 4) considers the information that is required for incorporation - the incorporators, the name of the society, the articles of incorporation, the act of incorporation and other related information. A factor in this area that provides an interesting comparison among all governments is the number of individuals who must belong to an organization before that organization may apply for incorporation. The range varies from one or more, as required by the Federal Government, to the seven or more, as required by the Province of Newfoundland. Of the remaining governments, six required five or more incorporators and the governments of Prince Edward Island and Quebec required three or more incorporators.

A factor that encourages many organizations to become incorporated is the exemption from personal liability that is provided to the membership of an organization once it becomes incorporated and registered. This exemption existed in eleven pieces of legislation received. There are many other factors mentioned in the 'Incorporation', but none compare with the two previously mentioned factors for frequency of occurrence. The next most frequently occurring factor in this area was the requirement in ten pieces of legislation for the organization to submit the names, addresses and occupations of all the applicants for incorporation.

Another area that warrants consideration is the 'Schedules'

TABLE 4

INCORPORATION OF ASSOCIATIONS

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
A. INCORPORATORS													
1. 'X' OR MORE INDIVIDUALS	1	5	5			7	5		3	3	5	5	5
2. OVER 'X' YEARS	18									21			
3. SOUND MIND	•												
4. MUST NOT BE BANKRUPT	•												
5. FIRST DIRECTORS		•	•				•	•	•		•		
6. PEOPLE WHO CONSTITUTE COMPANY					•			•					
B. ARTICLES OF INCORPORATION													
1. NAME	•	•					•	•	•	•	•	•	•
2. PLACE OF REGISTERED OFFICE	•		•				•	•	•		•	•	•
3. CLASSES OF MEMBERSHIP, RIGHTS AND PRIVILEGES	•							•	•				
4. TRANSFER OF MEMBERSHIP	•	NO	NO					NO					
5. NUMBER OF DIRECTORS	•					•				•			
6. MEMBERSHIP OR CHARITABLE CORPORATION	•												
7. RESTRICTION OF CORPORATION'S ACTIVITIES	•												
8. WHAT HAPPENS TO ASSETS ON LIQUIDATION OR DISSOLUTION	•			•							•		
9. OBJECTS OF SOCIETY		•	•				•	•	•		•	•	•
10. AREA OF OPERATION OF SOCIETY	•	•	•				•				•	•	•
11. NAMES AND ADDRESSES OF APPLICANTS		•	•			•	•	•	•	•	•	•	•
12. NAMES AND ADDRESSES OF WITNESSES		•	•				•					•	•
13. i) AGREED UPON BY-LAWS		•	•				•		•		•	•	•
ii) SUBMITTED IN DUPLICATE		•	•							•		•	•
14. REGISTRATION FEE		•	•			•						•	

TABLE 4 (CONT'D)

INCORPORATION OF ASSOCIATIONS

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
C. INCORPORATION													
1. REGISTRAR USES DISCRETION		•		•								•	•
2. REGISTRAR MAY REFUSE		•										•	•
3. RESCISSION OF BY-LAWS		•					•		•				
4. REGISTRAR MAY REFUSF TO REGISTER AMENDMENTS		•											•
5. ALTERATIONS TO BE REGISTERED		•					•						•
6. ALTERATION TO OBJECTIVES		•					•						•
7. DELIVERY OF ARTICLES OF INCORPORATION	•					•							
8. UPON RECEIPT OF ARTICLES, DIRECTOR (REGISTRAR) MAY ISSUE CERTIFICATE	•	•	•			•	•				•	•	•
9. CORPORATION EXISTS FROM DATE SHOWN ON CERTIFICATE	•	•	•			•	•				•	•	•
D. ADDITIONAL PROVISIONS													
1. ANY ADDITIONAL PROVISIONS IN BY-LAWS	•												
2. SPECIFIED MAJORITIES FOR CERTAIN CIRCUMSTANCES	•												
3. INCORPORATION FOR SPECIAL PURPOSES		•											
E. NAME													
1. NAME-USE OF "INC.", "CORP.", ETC.	•			•									
2. EXEMPTION	•												
3. ALTERNATE NAME	•												
4. PUBLICATION OF NAME IN 'GAZETTE'	•	•	•								•	•	•
5. USE OF OTHER NAME	•					•	•			NO			
6. RESERVING NAME	•					•	•		•				
7. DESIGNATED NUMBER	•												
8. PROHIBITED NAMES	•									•	•		

TABLE 4 (CONT'D)

INCORPORATION OF ASSOCIATIONS

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
9. DIRECTING CHANGE OF NAME	•				•		•				•		•
10. REVOKING NAME	•				•		•		•		•		•
11. CERTIFICATE OF AMENDMENT FOLLOWING REVOCATION OF NAME	•								•	•		•	
F. PERSONAL LIABILITY	•	•	•		•		•	•	•	•	•	•	•
G. SHARES (NONE)		•	•		•		•				•	•	•
H. LOCATION OF RECORDS			•										
I. SEAL			•						•				
J. INSURANCE PURPOSES			•								NO		
K. DEGREES AND DIPLOMAS			•				•						•
L. CONTRACTS			•									•	
M. NEGOTIABLE INSTRUMENTS OF SOCIETY		•											

section of the legislation which usually is appended to the legislation (see Tables 5 and 6). It was included in nine pieces of legislation. 'The Schedules' sections provided organizations with either an abridged outline of the contents of the application for incorporation (i.e., Schedule A) or a summary of what should be included in the by-laws (i.e., Schedule B).

'Schedule A' (see Table 5) considers the contents of an application for incorporation. Organizations are requested to state the proposed name of the society, to state its objectives and its area of operation, to verify the application with the signatures, addresses and occupations of the applicants and witnesses and to date the document. It is interesting to note that there are ten governments which indicate in their legislation the requirement for the name of the applicants and their addresses and occupations (see Table 4) and only eight which make a similar request in their 'Schedule A' (see Table 5).

'Schedule B' (see Table 6) is, except in the case of the Societies Act of British Columbia, an outline in point form of the suggested headings or content for the by-laws of the association. British Columbia's 'Schedule B' is, in reality, a draft set of by-laws. The headings in 'Schedule B' include such things as: 'Terms of admission of members, their rights and obligations'; 'Conditions of withdrawal from membership and the manner in which members may be expelled or suspended'; 'Mode and time of calling all types of meetings'; 'Quorum for meetings'; 'Voting at meetings'; and so on. Despite the brevity and lack of depth of these guidelines, it is unfortunate that in only five pieces of legislation do such schedules exist, as they possess the potential to provide a comprehensive base upon which an organization contemplating incorporation could develop sound by-laws.

TAPLE 5

"SCHEDULE A" OF THE LEGISLATION

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
A. NAME OF SOCIETY		•	•	•		•	•	•	•			•	•
B. OBJECT(S) OF SOCIETY		•	•	•		•	•	•	•			•	•
C. OPERATIONS CARRIED ON IN GEOGRAPHIC AREA		•					•						
D. PLACE OF REGISTERED OFFICE				•		•	•	•	•				
E. DATE		•	•					•	•			•	•
F. NAMES AND ADDRESSES OF INITIAL DIRECTORS				•					•				
G. NAMES, ADDRESSES AND OCCUPATIONS OF APPLICANTS		•	•	•			•	•	•			•	•
H. NAMES, ADDRESSES AND OCCUPATIONS OF WITNESSES		•	•				•	•	•			•	•

TABLE 6

"SCHEDULE B" OF THE LEGISLATION

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
A. TERMS OF ADMISSION OF MEMBERS, RIGHTS AND OBLIGATIONS		•	•			•	•						•
B. NOTICES TO MEMBERS			•										
C. CONDITIONS OF WITHDRAWAL AND MANNER MEMBERS MAY BE EXPELLED		•	•			•	•						•
D. MODE AND TIME OF CALLING ALL TYPES OF MEETINGS		•	•			•	•						•
E. QUORUMS FOR MEETINGS		•	•			•	•						•
F. VOTING AT MEETINGS		•	•			•	•						•
G. APPOINTMENT AND REMOVAL OF DIRECTORS		•	•			•	•						•
H. PROCEEDINGS OF DIRECTORS			•										
I. DUTIES OF OFFICERS			•			•							
J. EXERCISE OF BORROWING POWERS		•	•				•						
K. AUDIT OF ACCOUNTS		•	•			•	•						•
L. AUDITOR			•			•							
M. CUSTODY AND USE OF SEAL		•	•			•	•						•
N. MANNER OF MAKING, ALTERING AND RESCINDING BY-LAWS		•					•						•
O. PREPARATION AND CUSTODY OF MINUTES AND OTH OTHER RECORDS AND BOOKS		•					•						
P. TIME AND PLACE AT WHICH BOOKS MAY BE INSPECTED		•					•						•
Q. INTERPRETATIONS			•										
R. EXECUTION OF CONTRACTS, DEEDS, BILLS OF EXCHANGE AND OTHER INSTRUMENTS AND DOCUMENTS ON BEHALF OF SOCIETY							•						
S. BY-LAWS			•										
1. BRITISH COLUMBIA'S SCHEDULE B IS FAR MORE COMPREHENSIVE THAN THE OTHERS. IT IS A COMPLETE SET OF BY-LAWS.			•										

TABLE 6 (CONT'D)

"SCHEDULE B" OF THE LEGISLATION

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
12. NEWFOUNDLAND MAKES NO DESTINCTION BETWEEN APPLICATION AND CONTENTS, AND IS JUST CALLED A 'SCHEDULE'.						•							

There is no pattern that emerges from other areas of the legislation. For this reason, the remaining tables tabulating the different areas of the legislation are contained in Appendix I. It must be remembered that the major purpose of reviewing the legislation was to provide the reader with a better understanding of the existing legislation in Canada that pertains to nonprofit organizations. By this process it was hoped that any glaring omissions or irregularities in the amateur sport constitutions and by-laws could be more readily identified. Thus, any additional reference to the legislation will be made during the consideration of the constitutions and by-laws of the amateur sport associations of Alberta in Chapter IV or during Chapter V when guidelines or suggested strategies for developing or maintaining the by-laws of amateur sport governing associations will be presented.

CHAPTER III

INTRODUCTION

When each of the government departments responsible for consumer and corporate affairs or fitness and amateur sport and other sport agencies or federations were approached for assistance, they were asked for any supplementary information, in addition to the legislation, that they supplied to any organization which requested information concerning the incorporation of nonprofit organizations. As a result any material received in addition to the legislation was classed as supplementary material. The material received was divided into three categories:

1. any supplementary material received from those departments of government concerned with consumer and corporate affairs,
2. any supplementary material provided by those government departments concerned with fitness and amateur sport, and
3. any supplementary material supplied by those federations or agencies that serve as unifying forces and/or administrative centres for amateur sport associations.

The purpose of these categories was to separate information that was suitable for any nonprofit organization from the information that was sport specific.

COVERING LETTERS

Despite these necessary categories, there is one area from all sources that can be compared simultaneously - the 'covering letter'

that accompanied the supplementary material. All but one source which forwarded supplementary information provided a covering letter to accompany the material (see Tables 7, 8 and 9). These letters were basically explanatory. They outlined what the policy of the department, agency or federation was regarding incorporation and also provided a brief description of what material or services the department supplied. Some examples of the type of letters received were:

> I do not supply information to organizations to assist them in developing their Constitution and By-laws. My procedure is to sit down with them and over a period of three or four hours, using what I consider to be five good Constitutions, each one emphasizing a particular strength, we write up a Constitution and By-laws (A.D. McNaught to John Windsor, 8th August, 1978, New Brunswick Sports Federation Inc., New Brunswick).

And in a slightly different vein:

> . . . I must say that we have never been asked for assistance in the preparation of a constitution for any of our 80-odd members. Many of them are very similar and not always very elaborate or detailed. As with our own organization I suppose they are drafted by a lawyer in line with the wishes and objectives of the members, and then revised from time to time (Allan J. Scott to John H. Windsor, 24th July, 1978, Sport Ontario, Toronto, Ontario)

and in further contrast:

> In addition, we assist our members with constitutional matters in greater detail than just the incorporation procedure. However, such is difficult to reflect in document form because each member's constitution varies according to their needs (Ken Manten to John H. Windsor, 27th July, 1978, Sport Nova Scotia, Halifax).

These three excerpts from covering letters help to highlight the different degrees of responsibility that three sport federations perceived as their role in the area of constitution development and maintenance.

SUPPLEMENTARY MATERIAL FROM THOSE DEPARTMENTS CONCERNED WITH CONSUMER AND CORPORATE AFFAIRS

Of the supplementary material supplied by those departments concerned with consumer and corporate affairs, there is no one specific area of concern to which most of the departments addressed themselves. However, of the thirteen government departments, seven supplied application forms for incorporation (see Table 7). The only major digression from the various registration forms was the sample or working by-laws supplied by the Federal, Nova Scotia, Saskatchewan and Yukon Governments. These sample by-laws will be examined in the final section of this chapter.

SUPPLEMENTARY MATERIAL SUPPLIED BY THOSE DEPARTMENTS OF GOVERNMENT RESPONSIBLE FOR FITNESS AND AMATEUR SPORT

Similar to the previous category of respondents, no one area (see Table 8) seemed to be a major concern for the different governmental departments concerned with fitness and amateur sport. Only seven of the thirteen government departments responded to the request for information, but of those seven, four supplied working or sample by-laws. The Department of Health and Social Development in the Province of Manitoba supplied the by-laws of four amateur sports associations from the province. These four by-laws will not be examined as the only organizational specific by-laws have been delimited to the amateur sport governing associations from the Province of Alberta.

It should be indicated that no qualitative judgements were made regarding the constitutions and by-laws supplied by the Department of

TABLE 7

SUPPLEMENTARY MATERIAL SUPPLIED BY

THOSE DEPARTMENTS CONCERNED WITH CONSUMER AND CORPORATE AFFAIRS

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
1. COVERING LETTER	•		•	•	•	•	•	•	•	•	•	•	•
2. APPLICATION FORMS	•	•	•	•				•			•		•
3. POLICY STATEMENT ON PROCEDURE TO FOLLOW IN DRAFTING LETTERS PATENT UNDER PART II, CANADA CORPORATIONS ACT	•												
4. BASIC INSTRUCTIONS FOR FULFILLING THE FILING REQUIREMENTS IN RESPECT OF AN INCORPORATION UNDER PART II OF C.C.A. INCLUDING	•			•									
i) REQUIRED DOCUMENTS	•												
ii) CORPORATE NAME	•										•		
iii) FEES	•												•
iv) APPLICATION FOR INCORPORATION	•												
v) SAMPLE BY-LAWS	•						•				•		•
vi) ARTICLES OF INCORPORATION FORM	•			•							•		
vii) NOTICE OF REGISTERED OFFICE	•	•	•								•		
viii) REQUEST FOR NAME RESERVATION	•												
5. OUTLINE OF REQUIREMENTS FOR INCORPORATION UNDER THE COMPANIES ACT OF 'X' PROVINCE		•									•		
6. LIST OF FIRST DIRECTORS			•								•		
7. AFFIDAVIT OF VERIFICATION OF INCORPORATION				•				•					
8. NOTES FOR GUIDANCE FOR THOSE INTERESTED IN THE FORMATION AND INCORPORATION OF COMMUNITY SOCIETIES AND SIMILAR ORGANIZATIONS													•

TABLE 8

SUPPLEMENTARY MATERIAL SUPPLIED BY
THOSE DEPARTMENTS CONCERNED WITH SPORTS AND FITNESS

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
1. COVERING LETTER	•	•	•	•	•					•	•		
2. FITNESS AND AMATEUR SPORT - ANNUAL REPORT 1977-78	•												
3. FITNESS AND AMATEUR SPORT BRANCH - REVISED TERMS AND CONDITIONS FOR CONTRIBUTIONS 1977-78	•												
4. SAMPLE BY-LAWS (FILL IN THE BLANKS)		•			•					•	•		
5. APPLICATION FORMS			•								•		
6. NOTICE OF REGISTERED OFFICE			•										
7. LIST OF FIRST DIRECTORS			•										
8. BY-LAWS OF SPECIFIC AMATEUR SPORT GOVERNING ASSOCIATIONS				•									
9. GENERAL POLICY OF DEPARTMENT OF YOUTH, LEISURE AND SPORT 1978-79 (EN FRANCAIS)										•			
10. DISCUSSION OF CONTENTS OF BY-LAWS (EN FRANCAIS)										•			

Health and Social Development in the Province of Manitoba and as a result it is difficult to comprehend how associations provided with these documents would utilize them.

The only other material to be supplied by more than one department responsible for fitness and amateur sport was application forms for incorporation and they were supplied by British Columbia and Saskatchewan.

SUPPLEMENTARY MATERIAL SUPPLIED BY THOSE AGENCIES OR FEDERATIONS THAT SERVE AS ADMINISTRATIVE CENTRES OR AS UNIFYING FORCES FOR AMATEUR SPORT

The response from these agencies or federations (see Table 9) was even more limited than the first two categories. Of the nine respondents all wrote acknowledgement letters. Sport Alberta supplied its 1978 Directory and Sport B. C. supplied an Accounting Systems brochure. Three agencies supplied working by-laws (i.e., by-laws that were very general in nature and that contained many blanks to be filled in by associations to suit their needs). However, the submissions by Sport Nova Scotia and the Yukon Sports Federation were identical as were the submissions by Sask Sport and the Department of Culture and Youth of the Province of Saskatchewan. These submissions were not "fill in the blanks" forms but rather non-specific sample by-laws that contained the minimum essentials for any by-laws without offering alternative strategies that might be utilized by varying associations.

The only other materials supplied by these agencies were a set of application forms from Sask Sport and the Constitutions and By-laws

TABLE 9

SUPPLEMENTARY MATERIAL SUPPLIED BY
THOSE AGENCIES OR FEDERATIONS THAT SERVE AS ADMINISTRATIVE
CENTRES OR AS A UNIFYING FORCE FOR AMATEUR SPORT

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
1. SPORT ALBERTA DIRECTORY 1978		•											
2. LETTER		•	•		•		•	•		•	•	•	•
3. ACCOUNTING SYSTEMS BROCHURE			•										
4. ACTUAL CONSTITUTIONS AND BY-LAWS					•		•	•					
5. WORKING SAMPLE BY-LAWS							•				•		•
6. APPLICATION FORMS											•		

of the New Brunswick Sports Federations, Sport Ontario and Sport Nova Scotia. These Constitutions and By-laws were supplied without any comments regarding their relative merits or deficiencies.

WORKING OR DRAFT BY-LAWS

In the three previous sections examined there were a total of eleven government departments and/or sports agencies or federations that supplied working or draft by-laws. However, there were three duplicate copies and thus only a total of eight different working or draft by-laws were provided. Of the eight, seven were applicable to any nonprofit organization and the eighth, which was submitted by New Brunswick although sport specific offered little help while it provided only abridged guidelines and this left the reader the task of developing by-laws unaware of specific facts or possible alternatives that might assist an association.

A similar piece of helpful supplementary material was provided by the Registrar of Companies of the Yukon Territories and was entitled Notes for Guidance of Persons Interested in the Formation and Incorporation of Community Societies and Similar Organizations.

Prior to considering these two somewhat helpful pieces of supplementary material, it is appropriate to generally consider the seven working or draft sets of by-laws that are non-sport oriented.

A good strategy for the preliminary examination of the working or draft by-laws is to identify and compare their major headings (see Table 10). It is obvious that there are very few headings that were common among the working or draft by-laws. In fact, only the heading 'Meetings' appeared in every draft by-law and the headings

TABLE 10

MAJOR HEADINGS IN WORKING AND DRAFT BY-LAWS

	1	2	3	4	5	6	7
CORPORATE SEAL AND SIGNING AUTHORITY	•		•	•	•		•
CONDITIONS OF MEMBERSHIP (INCLUDING FEES)	•	•	•		•	•	•
HEAD OFFICE	•					•	
BOARD OF DIRECTORS	•	•	•	•	•	•	•
INDEMNITIES TO DIRECTORS AND OTHERS	•						
EXECUTIVE COMMITTEE	•					•	
POWERS OF DIRECTORS	•		•				
OFFICERS	•		•	•	•	•	
DUTIES OF OFFICERS	•	•					•
EXECUTION OF DOCUMENTS	•						
MEETINGS	•	•	•	•	•	•	•
MINUTES OF BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE MEETINGS	•						
BOOKS AND RECORDS	•						•
VOTING OF MEMBERS	•	•	•				

LEGEND FOR TABLE 10

1. Sample By-laws for a Canada Corporations Act. Part II Corporation. Consumer and Corporate Affairs Canada.
2. Draft By-laws. Government of the Province of Alberta, supplied by Department of Recreation, Parks and Wildlife.
3. Memorandum of Association and By-laws, Sport Nova Scotia, and Yukon Sports Federation.
4. Draft By-laws for Guidance Only. Government of the Province of Saskatchewan, Corporations Branch and Sask Sport.
5. Draft By-laws (Carruthers Home Inc.). Government of the Province of Saskatchewan, Corporations Branch.
6. Votre Corporation Sans But Lucratif, Gouvernement du Québec Ministère de l'Education, Haut-Commissariat à la Jeunesse aux Loisirs et aux Sports, L'Editeur Officiel du Québec. Service de la Reprographie, mars 1977.
7. By-laws, Sample Only, Government of the Yukon Territory.

TABLE 10 (CONT'D)

MAJOR HEADINGS IN WORKING AND DRAFT BY-LAWS

	1	2	3	4	5	6	7
FINANCIAL YEAR	.		.	.			.
FINANCE						.	
BORROWING POWERS		.					.
WINDING UP, INCLUDING DISPOSAL OF FUNDS					.		.
REMUNERATION		.					
AUDITORS	.	.	.				.
RULES AND REGULATIONS	.						
MISCELLANEOUS			.				
AMENDMENTS TO BY-LAWS	.	.	.		.		.

N.B. THE INTRODUCTION AND APPENDIX C OF VOTRE CORPORATION SANS BUT LUCRATIF HAVE BEEN COMBINED.

'Conditions of Membership' and 'Board of Directors' appear in every draft but one.

From this overview it can be seen that there is very little uniformity in the supplemental literature. However this apparent lack of uniformity is compensated for by the fact that some of the less frequently occuring headings are incorporated under the more general headings. For example, 'Voting of Members' is often dealt with under 'Meetings' and areas such as 'Fees', 'Borrowing Power', and 'Remuneration' are often included in 'Finance'. A closer examination of the information presented under each heading might clarify the problem of the content contained within more or less broad category headings.

CORPORATE SEAL AND SIGNING AUTHORITY

The possession of an official seal by an association is not an absolute necessity for incorporation as was verified by the presence of such a request in the legislation of only British Columbia and Prince Edward Island (see Table 4). Mention was made of the use of a Seal in 'Schedule B' of the Societies Act of Alberta but not in the body of the legislation. The five documents that consider the corporate seal basically state that it must be kept in the custody of the secretary of the association and should only be used on behalf of the society in the presence of the secretary and at least one other designated member of the executive. Some draft by-laws also require an imprint of the seal to be affixed to the by-laws.

Only one draft by-law had a specific heading under which is outlined the members of the association who are granted the authority

to sign documents on behalf of the association. However, signing authority was considered in other draft by-laws, but this consideration occurred within the 'General' or 'Miscellaneous' articles where authority was included in the section discussing the execution of contracts, deeds, bills of exchange and other instruments of the society. In the one draft by-law that does deal with this factor under a specific heading, it suggests that the secretary and at least one other director should be designated as possessing signing authority.

CONDITIONS OF MEMBERSHIP (including FEES)

When discussing members and conditions for membership, there were two factors that appeared in the six documents considering this topic. First, there was the question of who is eligible for membership in the association. The only limitations identified were age - only in the Sample By-laws supplied by the Yukon Territories but even a specific age was not identified - and that each applicant must comply with and follow the objectives and by-laws of that association. Second, there were the terms by which a member may withdraw or be expelled. To withdraw, it was usually suggested that a member may submit his/her resignation in writing. To be expelled, it was usually suggested that a member must commit some act detrimental to the society and a resolution recognizing such an act must be passed by a majority of either the board of directors or the total membership.

Four documents mentioned the rights of members - their eligibility to take part in all activities of the association and to receive any benefits the association offers.

Membership fees are considered in four of the six draft by-laws.

Of these, three state that the amount of the membership fee will be determined by the members at a general meeting. The other document states that there shall be no fees unless otherwise directed by the board of directors.

Finally, only one of the six documents mentioned that the names of all those persons who become members of the association must be entered in the Register of Members, and only one document made any mention of the possible different classes of membership a society may have and it occurs in a sample set of by-laws rather than a working set.

HEAD OFFICE

This area was not always present in the by-laws of an association as it was usually contained in the application and articles of incorporation. However two draft by-laws requested that the association designate where the registered office of the association would be located. This statement did not necessarily mean that the activities of the association were limited only to an area in close proximity to the head office of the association. The purpose of providing the address of the head office was to give registering and sponsoring bodies a permanent address where the association can be contacted. Conversely, all thirteen governments requested that the area of operation, the boundaries of the activities of the association, should be identified on the application for incorporation.

BOARD OF DIRECTORS

Table 11 shows that there was no universally accepted procedure

TABLE 11

"BOARD OF DIRECTORS" IN WORKING AND DRAFT BY-LAWS

	1	2	3	4	5	6	7
NUMBER ON BOARD	•		>5 <15	≥ 5	6	•	5
APPLICANTS FOR INCORPORATION FIRST DIRECTORS	•		•			•	
SUCCEEDING DIRECTORS ELECTED AT GENERAL MEETING	•					•	
TERM OF OFFICE	1		1	1	.	1	
OFFICE VACATED FOR SPECIFIC REASONS	•		•	•		•	•
MEETINGS OF BOARD (NOTICE GIVEN 'X' DAYS)	7	10	•	7	7		
REMUNERATION OF BOARD	•						
REMUNERATION OF OFFICERS, AGENTS EMPLOYEES FIXED BY BOARD	•						
FULL CONTROL AND MANAGEMENT OF ASSOCIATION						•	•
FREQUENCY OF MEETINGS (EVERY 'X' MONTHS)	12	3	•		•	•	
QUORUM OF BOARD (EITHER NUMBER OR FRACTION)		4		MAJ.	MAJ.	1/3	3
ANY MEMBER ELIGIBLE TO BE DIRECTOR			•			•	
RETIRING DIRECTORS MAY BE RE-ELECTED			•	•		•	
CHAIRMAN OF BOARD			•		•		

LEGEND FOR TABLE 11

1. Sample By-laws for a Canada Corporations Act. Part II Corporation. Consumer and Corporate Affairs Canada.
2. Draft By-laws. Government of the Province of Alberta, supplied by Department of Recreation, Parks and Wildlife.
3. Memorandum of Association and By-laws, Sport Nova Scotia, and Yukon Sports Federation.
4. Draft By-laws for Guidance Only. Government of the Province of Saskatchewan, Corporations Branch and Sask Sport.
5. Draft By-laws (Carruthers Home Inc.). Government of the Province of Saskatchewan, Corporations Branch.
6. Votre Corporation Sans But Lucratif, Gouvernement du Québec, Ministère de l'Education, Haut-Commissariat à la Jeunesse aux Loisirs et aux Sports, L'Editeur Officiel du Québec. Service de la Reprographie, mars 1977.
7. By-laws, Sample Only, Government of the Yukon Territory.

TABLE 11 (CONT'D)

"BOARD OF DIRECTORS" IN WORKING AND DRAFT BY-LAWS

	1	2	3	4	5	6	7
VOTING POWER OF CHAIRMAN		•				•	
DIRECTORS ELECT OWN OFFICERS							•

for the functioning of a board of directors. As an example, there seems to be no generally accepted procedures for the functioning of boards as represented in the seven draft by-laws. Even when comparing many of the similar procedures, there was variance in the interpretation or implementation of the procedures (e.g., notice before meetings, numbers of directors, frequency of board meetings and so on).

MEETINGS

The only area in this section that received attention from all seven documents was 'Meetings' (see Table 12), but there was a large amount of variance in their recommendations (e.g., the amount of time required to be given before a meeting is called and the number necessary to be present to constitute a quorum).

At the same time there was an apparent overlap in some headings. Both the 'Board of Directors' section and the 'Meeting' section made reference to the chairman of meetings and his/her powers. Similarly the question of voting was briefly considered under the heading of 'Meetings' by five pieces of material, but there were also three draft by-laws that had total sections devoted to it; needless to say, two of the three working drafts had previously discussed voting rights briefly when discussing meetings. This overlap and repetition could be avoided if, while developing by-laws, people took the time to carefully plan the contents and structure of the by-laws.

From the examination of these five areas, the individuality and variance of each of the working or draft by-laws is exemplified. The same can be said about all the other areas that are tabulated in Table 10. Although each heading is of equal importance it is not the

TABLE 12

"MEETINGS" IN WORKING AND DRAFT BY-LAWS

	1	2	3	4	5	6	7
PLACE OF ANNUAL MEETING	.	.					
BUSINESS TRANSACTED AT ANNUAL MEETING	.	.	.			.	
NOTICE OF MEETING ('X' DAYS PRIOR)	14	8	3		≥ 21 ≤ 50	10	7
QUORUM AT MEETING ('X' MEMBERS)	.	7	5	MAJ.		1/5	15
VOTING RIGHTS	.	.		.		.	.
SPECIAL MEETINGS: -'X' NUMBER OF MEMBERS MAY APPLY FOR SPECIAL MEETING		1/3	1/4	10		10	10
-NOTICE OF		8				10	15
GENERAL MEETING MUST BE HELD WITHIN CERTAIN TIME FRAME			.	.	.	.	.
IF QUORUM NOT PRESENT AFTER SET TIME, MEETING EITHER ADJOURNED UNTIL LATER OR DISSOLVED, IF CALLED BY MEMBERS			.				
CHAIRMAN OF MEETING AND POWERS			.				.
CHAIRMAN'S VOTING RIGHTS			.				
POLL NOT NECESSARY, UNLESS DEMANDED BY 'X' MEMBERS			3	3			
NO VOTING BY PROXY						.	

LEGEND FOR TABLE 12

1. Sample By-laws for a Canada Corporations Act. Part II Corporation. Consumer and Corporate Affairs Canada.
2. Draft By-laws. Government of the Province of Alberta, supplied by Department of Recreation, Parks and Wildlife.
3. Memorandum of Association and By-laws, Sport Nova Scotia, and Yukon Sports Federation.
4. Draft By-laws for Guidance Only. Government of the Province of Saskatchewan, Corporations Branch and Sask Sport.
5. Draft By-laws (Carruthers Home Inc.). Government of the Province of Saskatchewan, Corporations Branch.
6. Votre Corporation Sans But Lucratif, Gouvernement du Québec, Ministère de l'Education, Haut-Commissariat à la Jeunesse aux Loisirs et aux Sports, L'Editeur Officiel du Québec. Service de la Reprographie, mars 1977.
7. By-laws, Sample Only, Government of the Yukon Territory.

purpose of this chapter to develop a composite working constitution or by-laws or to comment on the relative merits of each of the working or draft by-laws. If in any of this material there are strategies that may be utilized later in the study, they will receive attention when that area is discussed in Chapter V - when suggested guidelines and alternate strategies will be proposed.

OTHER AREAS OF CONSIDERATION

As mentioned earlier in this chapter, there are two further pieces of material that deserve particular attention. Both are unlike the draft by-laws previously discussed as they are not structured in the usual format of draft by-laws. Rather they either discuss each area of the by-laws, providing the reader with some insight into the contents and purpose of that area or they provoke the reader into thinking about what each area should contain by posing questions, e.g., "What are the general objectives of the association?" (Harcourt, March 1977, p. 1).

In "A Working Constitution" forwarded by New Brunswick a framework is presented by which a constitution and by-laws can be developed. It provides the reader with coverage of all the necessary areas in a constitution and by-laws but fails to provide any suggested strategies that might be employed when expanding each heading. For example, in the area of 'Constitutional Review' the brief guiding statements are: "automatic or not? how to amend? who votes? what is a quorum? what's a majority? when's our Annual General Meeting?" (Harcourt, 1977, p. 2). These questions stimulate the thought necessary for developing an effective constitution and by-laws.

The notes provided by the Office of the Registrar of Societies for the Yukon followed an entirely different format. The approach was simple, practical and thorough as it provided advice regarding such topics as choosing a name for an association to determining the amount of fees and when they should be paid. Many of the sections in this document were worthwhile and the section will provide valuable assistance when possible guidelines and suggested strategies are developed in Chapter V of the study. It is worthwhile to quote two areas from these notes to demonstrate their usefulness.

> Quorum
>
> The quorum or, in other words, the number of persons required to be present before a meeting can proceed, should be low enough to be practical . . . The members may wish to set the quorum at 10% or 15% of the total number of paid up members (Office of the Registrar of Societies, Yukon, "Notes for Guidance . . .", 1958, p. 3)

and also

> Fees
>
> The dates by which fees, if any, are to be paid and any penalty for the non-payment of fees should be clearly stated in a by-law. The officers may wish to state the amount of the membership fee and whether it is to be paid on a monthly or on an annual basis. A requirement may be set for the payment of a membership fee not later than the first day of a new fiscal year or operating year. On the other hand, the members may wish to have a monthly membership fee paid by the first day of a new month. The members may wish to determine the membership fee at each annual meeting. In such case, the members may wish to set a minimum fee in the by-laws governing the obligation of members as follows:
>
> Each member shall pay a membership fee - insert "annually" or "monthly" - in an amount to be determined at each annual meeting, but in any event, not less than - insert amount decided upon, i.e., "ten cents" monthly, or "fifty cents" or "$1.00" annually - due and payable on the first

day of each - insert the word "month" or "year"
(Office of the Registrar of Societies, Yukon,
"Notes for Guidance . . . ", 1958, pp. 4 and 5).

The areas of 'Application for Incorporation', 'Name of the Society', 'Meetings', 'Rooks and Records', 'Elections' and 'Officers and their Duties' all receive useful treatment.

This examination of the supplementary material has highlighted the commonalities and omissions within the material. An effort has not been made to discuss each of the documents in depth; rather this chapter has attempted to consider the relative merits of the supplementary material so that the material may be most effectively utilized in Chapter V when guidelines and suggested strategies for the development and maintenance of a set of by-laws will be discussed.

Before concluding this chapter a few comments on the standard and usefulness of this material supplied by the various government departments and the sports agencies or federations should be presented. One disappointment occurring as a result of the examination of the supplementary material was the limited amount of draft by-laws received. Out of a total of thirty-nine (39) possible sources only eleven draft by-laws were supplied. Three duplicate draft by-laws were received and thus, only eight different draft by-laws were provided, one of which was very brief guidelines and supplied little assistance. The quality of the other seven, with perhaps the exception of the Sample Only By-laws supplied by the Government of the Yukon, was disappointing. None offered alternative strategies that might be utilized by varying associations; rather they supplied 'master-copy' type by-laws that any association could use without being concerned about how suitable they might be for their association. The Sample Only By-laws of the

Government of the Yukon presented possible guidelines as a preface to the by-laws. This strategy provided interested associations with some alternate strategies for developing or even maintaining by-laws.

In addition, those government departments or sport federations or agencies which supplied constitutions and by-laws of existing associations failed to indicate the strengths and weaknesses of the constitutions and by-laws. To provide more assistance they could have made some qualitative judgements regarding the advantages and disadvantages of the different articles within the constitutions and by-laws (e.g., more specific job descriptions for the officers of the associations).

CHAPTER IV

INTRODUCTION

In this chapter a comprehensive quantitative tabulation of the constitutions and by-laws of the fifty-five Alberta amateur sports associations who applied to the Sports and Fitness Section of the Department of Recreation Parks and Wildlife for funding in July 1978 will be undertaken. In fact, sixty associations applied for funding; however, of the sixty associations one association was not registered under the Societies Act, another association failed to submit a constitution and by-laws and the Sports and Fitness Section could find no trace of the submissions of the other three associations.

The purpose for this quantitative tabulation is to determine the contents of each constitution and by-laws so that an analysis can be made with regard to:

a) Any widespread commonalities between all the constitutions and by-laws; and

b) Any obvious omissions in any of the constitutions and by-laws with respect to the legislations already examined; more particularly the Societies Act of Alberta.

Following the quantitative tabulation, comparative judgements will be made with respect to:

a) The identification of any contradictions within the constitutions and by-laws of each association; and

b) The relative clarity of each constitution and by-laws.

ARTICLES OF INCORPORATION

In the fifty-five constitutions and by-laws of the amateur sport governing associations in Alberta that were examined there were only two factors that were common to every association; each association had its own registered name and by-laws both requisites to incorporation.

There was, however, very little unanimity among the other areas in the 'Articles of Incorporation' of the different amateur sport associations (see Table 13). (N.B., the numerical key which represents the fifty-five amateur sport governing associations is contained in Table 14.) An explanation of these discrepancies is that not all of the associations submitted their original Articles of Incorporation. Rather, the associations tended to supply just their operating by-laws to the Fitness and Amateur Sport Section. The by-laws of some associations, in contrast to the Articles of Incorporation, contained the objects of the association, its area of operation and an abbreviation that can be used when referring to the association.

Because of this failure of the associations to supply their complete Articles of Incorporation, it was difficult to compare the constitutions and by-laws of the different associations with the various governments' legislation. However the Province of Alberta's Articles of Incorporation requirements as outlined in Table 4 were complied with totally in less than half of the submissions. However the associations were not penalized if they did not submit a complete Application for Incorporation which includes all the Articles of Incorporation.

MEMBERSHIP

In the constitutions and by-laws of the amateur sport governing

Table 13

ARTICLES OF INCORPORATION

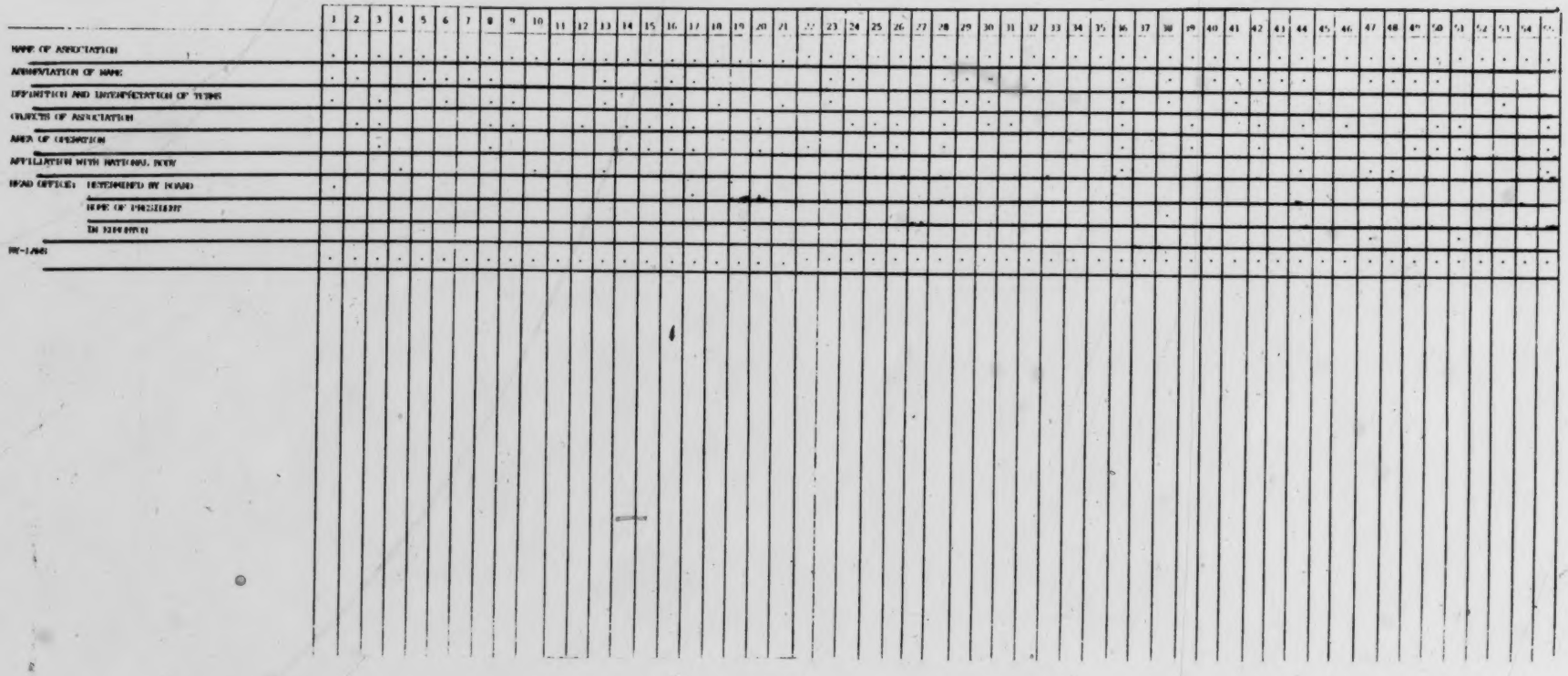


TABLE 14

THE KEY FOR THE NUMBERS 1 TO 55 IN ALL TABLES ASSOCIATED WITH THE CONSTITUTIONS AND BY-LAWS OF THE AMATEUR SPORT GOVERNING ASSOCIATIONS OF ALBERTA

1. Alberta Amateur Boxing Association
2. Alberta Amateur Football Association
3. Alberta Amateur Hockey Association
4. Alberta Amateur Softball Association
5. Alberta Amateur Speed Skating Association
6. Alberta Amateur Wrestling Association
7. Alberta Badminton Association
8. Alberta Baseball Association
9. Alberta Basketball Association
10. Alberta Baton Twirling Association
11. Alberta Bowhunters and Archers Association
12. Alberta Bridgeplayers Association
13. Alberta Broomball Association
14. Alberta Chess Association
15. Alberta Cricket Association
16. Alberta Federation of Shooting Sports
17. Alberta Fencing Association
18. Alberta Field Hockey Association
19. Alberta Free Balloonists Association
20. Alberta Gymnastic Federation
21. Alberta Golf Association

22. Alberta Handball Association
23. Alberta Hang Gliding Association
24. Alberta Ladies Curling Association
25. Alberta Ladies Lawn Bowling Association
26. Alberta Lawn Bowling Association
27. Alberta Men's Curling Council
28. Alberta Modern Pentathlon Association
29. Alberta and Northern Territories Sport Parachuting Association
30. Alberta Racquetball Association
31. Alberta Recreational Skating Asscciation
32. Alberta Region of the Canadian Water Ski Association
33. Alberta Rugby Union
34. Alberta Section of the Canadian Amateur Diving Association
35. Alberta Soaring Council
36. Alberta Soccer Association
37. Alberta Squash Racquets Association
38. Alberta Rowing Association
39. Alberta Table Tennis Association
40. Alberta Team Handball Association
41. Alberta Track and Field Association
42. Alberta Volleyball Association
43. Alberta Water Polo Association
44. Alberta Weightlifting Association
45. Alberta Women's Field Hockey Association
46. Canadian Amateur Netball Association - Alberta Section
47. Canadian Amateur Swimming Association - Alberta Section
48. Canadian Amateur Synchronized Swimming Association - Alberta Section

49. Canadian Figure Skating Association - Alberta Northwest Territories Section
50. Canadian Ladies Golf Association - Alberta Branch
51. Canadian Ski Association - Alberta Division
52. Little League Baseball - Canada - Alberta Division
53. National Karate Association - Alberta Branch
54. Ringette Alberta Association
55. Tennis Alberta

associations there were frequent references to 'Member Clubs' and 'Individual Members'. However, there is no possible way of clearly determining those associations whose membership is solely composed of clubs and those whose membership is composed solely of individuals and those whose membership consists of both categories of membership. These differences in membership categories do not seem to be influenced by whether the sport is team or individual.

When examining those constitutions and by-laws that make reference to 'Member Clubs' there were three factors that occurred in a majority of the constitutions and by-laws of those associations which contained "Membership Clubs" (see Table 15). The most frequently occurring item stated that any member club wishing to withdraw must submit its notice of withdrawal in writing. This existed in twenty-six of the thirty associations that maintained club membership.

The second most frequent item alluded to the fact that the Board of Directors had the power to admit or reject the membership applications of clubs. This item appeared in the constitutions of sixteen associations. The final item worthy of note in the club membership section was the item which outlined the minimum number of individuals needed before a member club could be formed. This membership requirement factor was maintained by thirteen associations and in those thirteen the number of individuals required before formation ranged from two (e.g., Alberta Gymnastic Federation) to ten (e.g., Alberta Region of the Canadian Water Ski Association and the Canadian Ski Association - Alberta Division).

Similar to 'Membership Clubs', there were a few factors which were referred to most frequently during the consideration of 'Individual

TABLE 15

MEMBER CLUBS

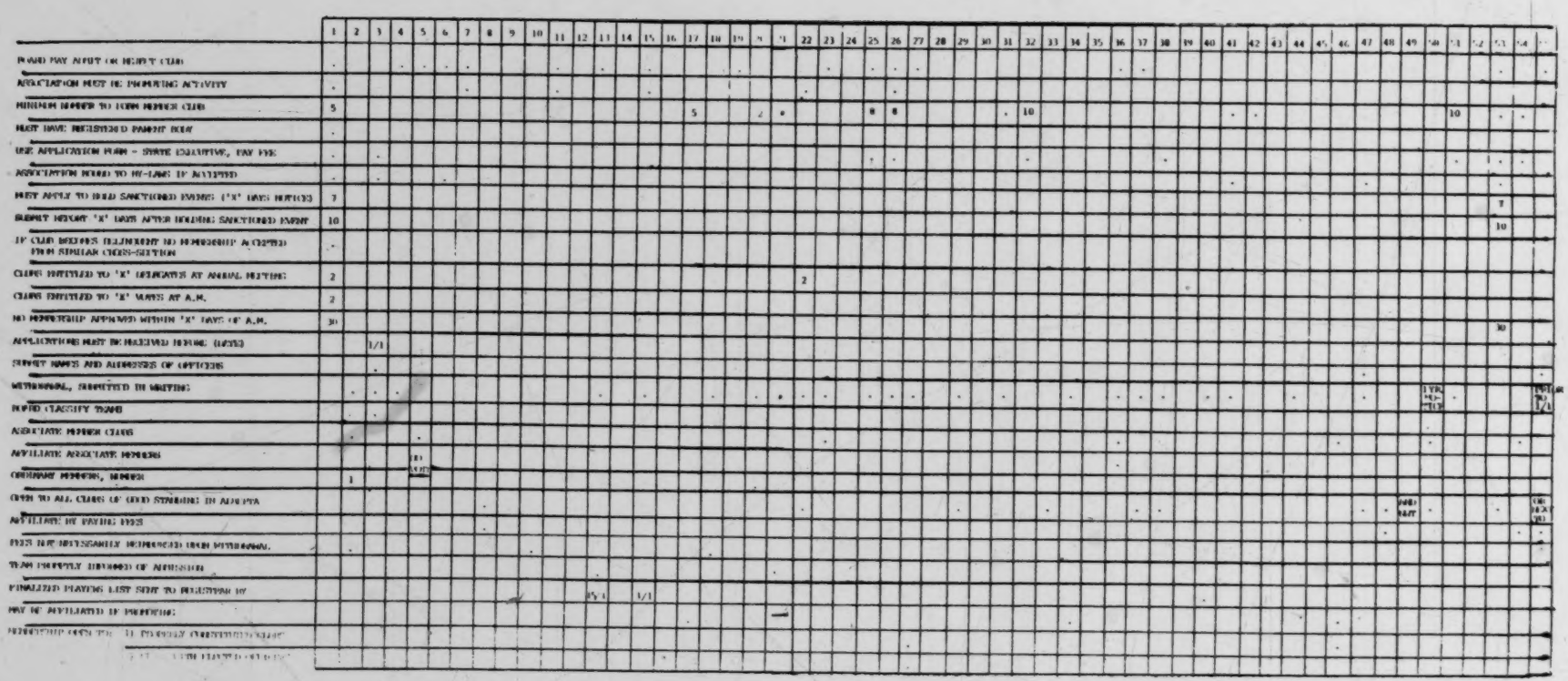
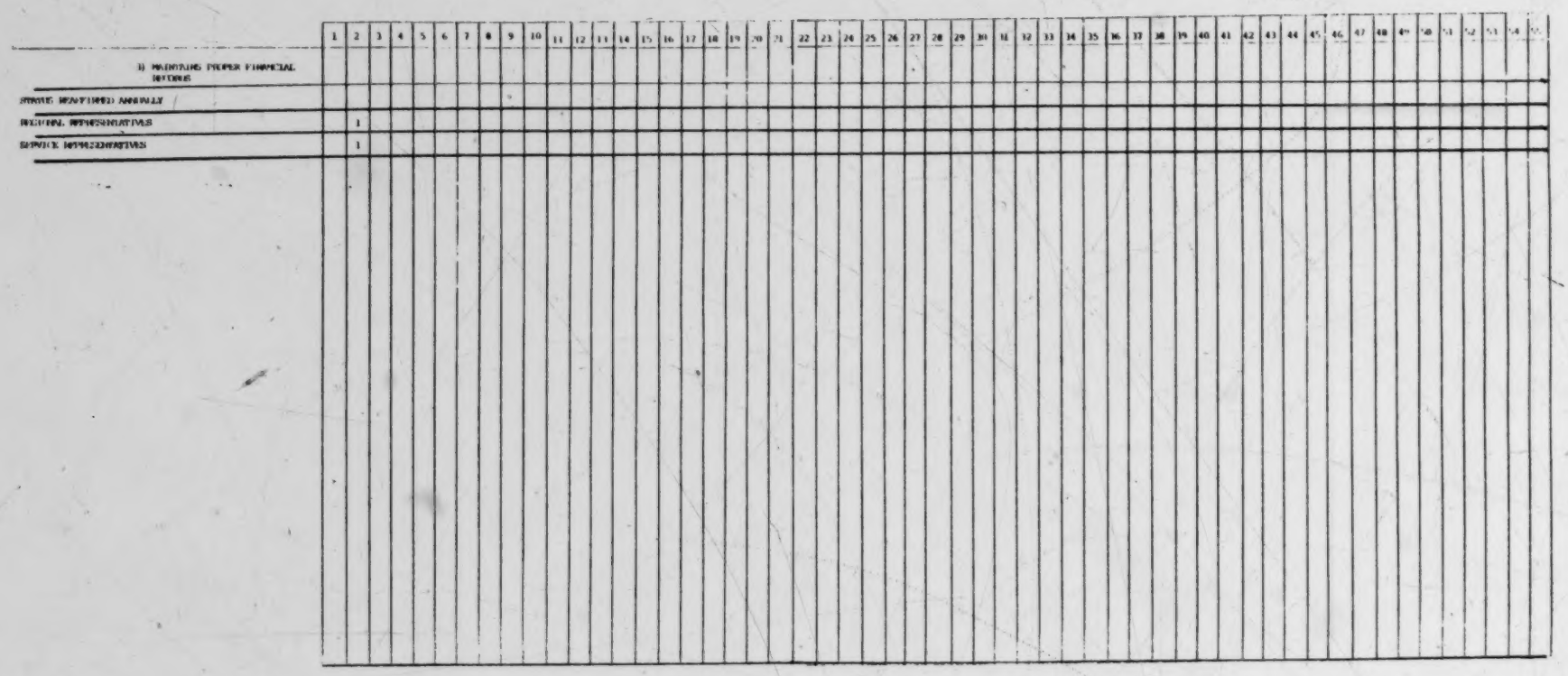

1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54
BOARD MAY APPLY FOR REPUTE CLUB
APPLICATION MUST BE PROMOTING ACTIVITY
MINIMUM NUMBER TO FORM MEMBER CLUB 5
MUST HAVE REGISTERED PARENT BODY
USE APPLICATION FORM - STATE EXECUTIVE, PAY FEE
ASSOCIATION BOUND TO BY-LAWS IF ACCEPTED
MAY APPLY TO HOLD SANCTIONED EVENTS ('X' DAYS NOTICE) 7
SUBMIT REPORT 'X' DAYS AFTER HOLDING SANCTIONED EVENT 10
IF CLUB DEFERS ELIGIBILITY TO MEMBERSHIP ACCEPTED FROM SIMILAR CROSS-SECTION
CLUBS ENTITLED TO 'X' DELEGATES AT ANNUAL MEETING 2
CLUBS ENTITLED TO 'X' VOTES AT A.M. 2
NO MEMBERSHIP APPROVED WITHIN 'X' DAYS OF A.M. 30
APPLICATIONS MUST BE RECEIVED BEFORE (DATE) 1/1
SUBMIT NAMES AND ADDRESSES OF OFFICERS
WITHDRAWAL, SUBMITTED IN WRITING
BOARD CLASSIFY CLUBS
ASSOCIATE MEMBER CLUBS
AFFILIATE ASSOCIATE MEMBERS
ORDINARY MEMBERS, NUMBER 1
OPEN TO ALL CLUBS OF GOOD STANDING IN AREA/FA
AFFILIATE BY PAYING FEES
FEES NOT NECESSARILY REFUNDED UPON WITHDRAWAL
TEAM PROPERLY DRESSED OF APPEARANCE
FINALIZED PLAYING LIST SENT TO FEDERATION BY 15/1 1/1
MAY BE AFFILIATED IF PROPOSED
1 YR. PROBATION
1/1

TABLE 15 (CONT'D)

MEMBER CLUBS



Membership'. Again, it was the procedure for withdrawal from membership which was mentioned most frequently (see Table 16). Procedures for withdrawal were discussed in twenty-six of the thirty-seven constitutions and by-laws which considered individual membership. It is interesting to note that thirty associations have club memberships while thirty-seven have some form of individual membership. This total of sixty-seven indicates that some of the fifty-five constitutions and by-laws examined must maintain both classes of membership. Thus, certain sport associations consider it to be in the best interests of their association and their membership to offer the two types of membership, club and individual.

Even when considering the different classes of membership there was no one classification that was distinguishable from the others by its frequency of occurrence. In fact the most frequently mentioned classification was 'Honourary Life Members' and it was contained in seventeen of the constitutions and by-laws; the next most frequently referred to type of membership was 'Associate Membership' and it occurred in sixteen constitutions and by-laws.

It is difficult to compare the constitutions and by-laws with the legislation regarding the requirements of membership as there is very little uniformity even among the legislation. A point of interest is that the Societies Act of Alberta requires a full member to be eighteen years of age or over as anyone under that age is a minor. Only three constitutions made this a requirement of membership; one of these three, the Alberta Soaring Council, required a full member to be twenty-one which is understandable due to the nature of the sport.

TABLE 16

MEMBERSHIP (INDIVIDUAL AND GENERAL)

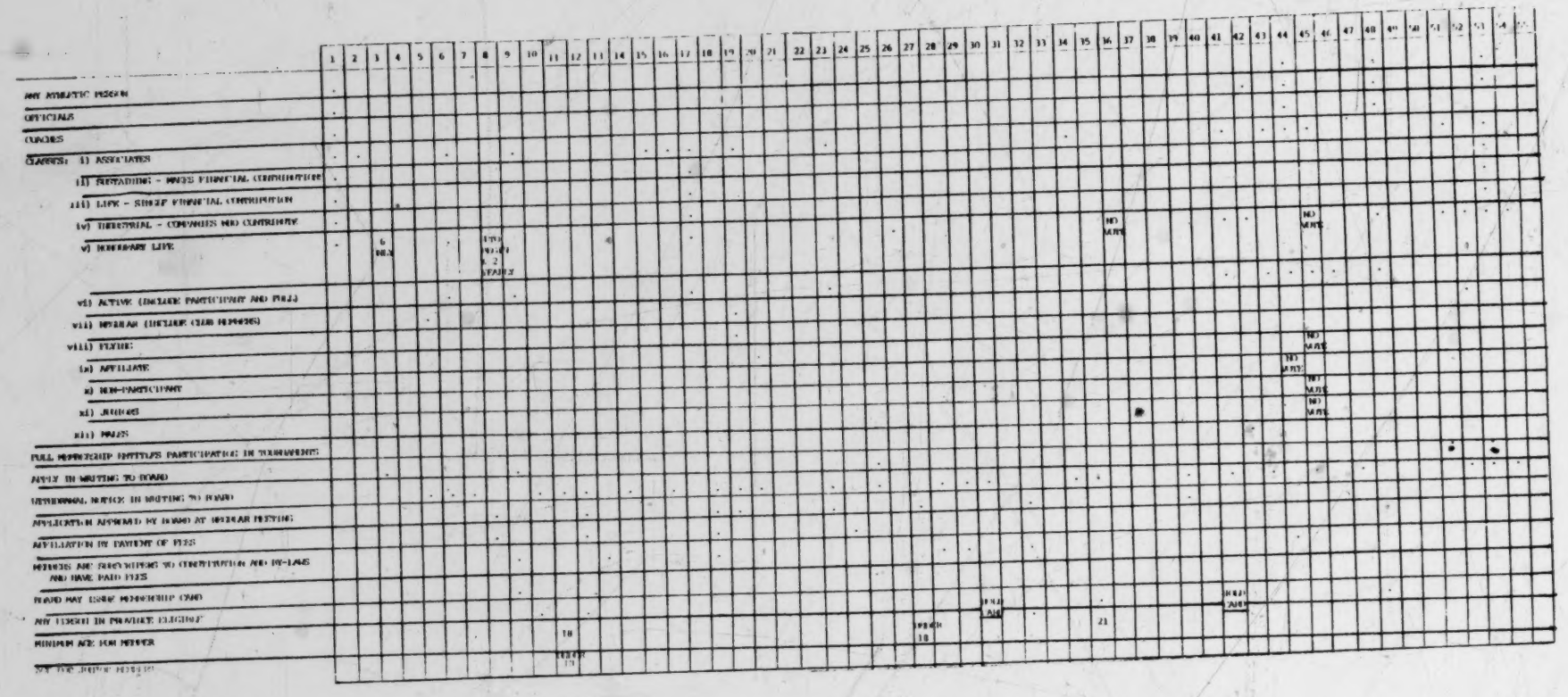
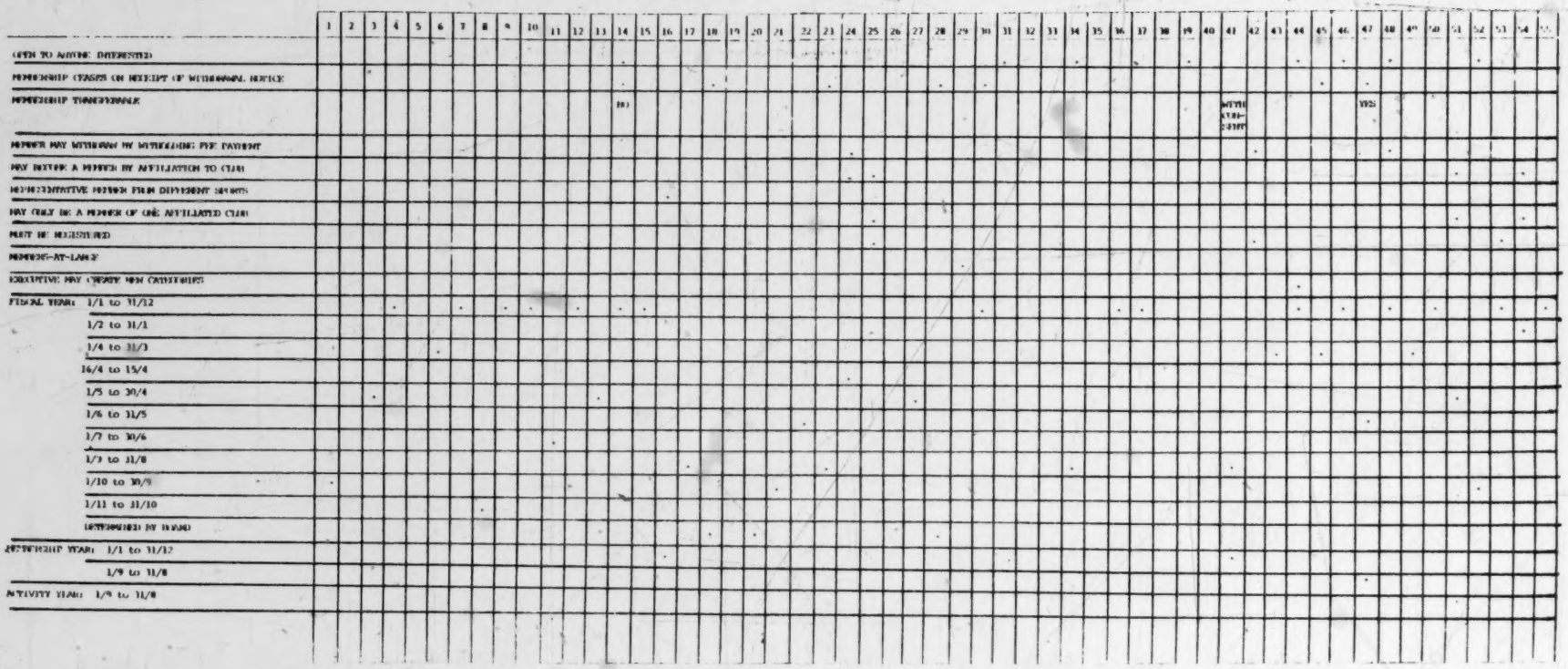


TABLE 16 (CONT'D)

MEMBERSHIP (INDIVIDUAL AND GENERAL)


OPEN TO ANYONE INTERESTED
MEMBERSHIP CEASES ON RECEIPT OF WITHDRAWAL NOTICE
MEMBERSHIP TRANSFERABLE
MEMBER MAY WITHDRAW BY WITHHOLDING FEE PAYMENT
MAY REMAIN A MEMBER BY AFFILIATION TO CLUB
REPRESENTATIVE MEMBER FROM DIFFERENT GROUPS
MAY ONLY BE A MEMBER OF ONE AFFILIATED CLUB
MUST BE NOMINATED
MEMBERS-AT-LARGE
EXECUTIVE MAY CREATE NEW CATEGORIES
FISCAL YEAR: 1/1 to 31/12
1/2 to 31/1
1/4 to 31/3
16/4 to 15/4
1/5 to 30/4
1/6 to 31/5
1/7 to 30/6
1/9 to 31/8
1/10 to 30/9
1/11 to 31/10
DETERMINED BY BOARD
MEMBERSHIP YEAR: 1/1 to 31/12
1/9 to 31/8
ACTIVITY YEAR: 1/9 to 31/8

Contrary to what one might suspect, very few associations identified the dates of their membership year. Some associations did classify the fiscal year and membership year as the same period of time. However, only one association clearly defined the commencement and termination of the fiscal and membership year of their association as completely different sets of dates. However, what is more important is that an association specify what are the dates for the fiscal and membership year.

The rights and responsibilities of members received scant attention in the by-laws of the amateur sport governing associations, with only four associations providing any information considering this area (see Table 17).

SUSPENSION AND EXPULSION OF MEMBERS

Included in 'Schedule B' of the Societies Act of the Province of Alberta (see Table 6) is a requirement that all associations in their by-laws must indicate the manner by which members may be expelled from the association for a violation of the Articles of Incorporation or any act deemed detrimental to the existence of the association. Forty-two of the associations concurred with this requirement (see Table 18). Of the forty-two associations, thirty-two associations suggested that a member can be suspended from the association by various degrees of majority votes by the Board of Directors until the next general meeting when such a decision would have to be ratified by the members. These majorities ranged from a simple majority to three-quarters. There were thirteen associations that permitted a member to be suspended or expelled by a majority vote only at a

TABLE 17

RIGHTS AND RESPONSIBILITIES OF MEMBERS

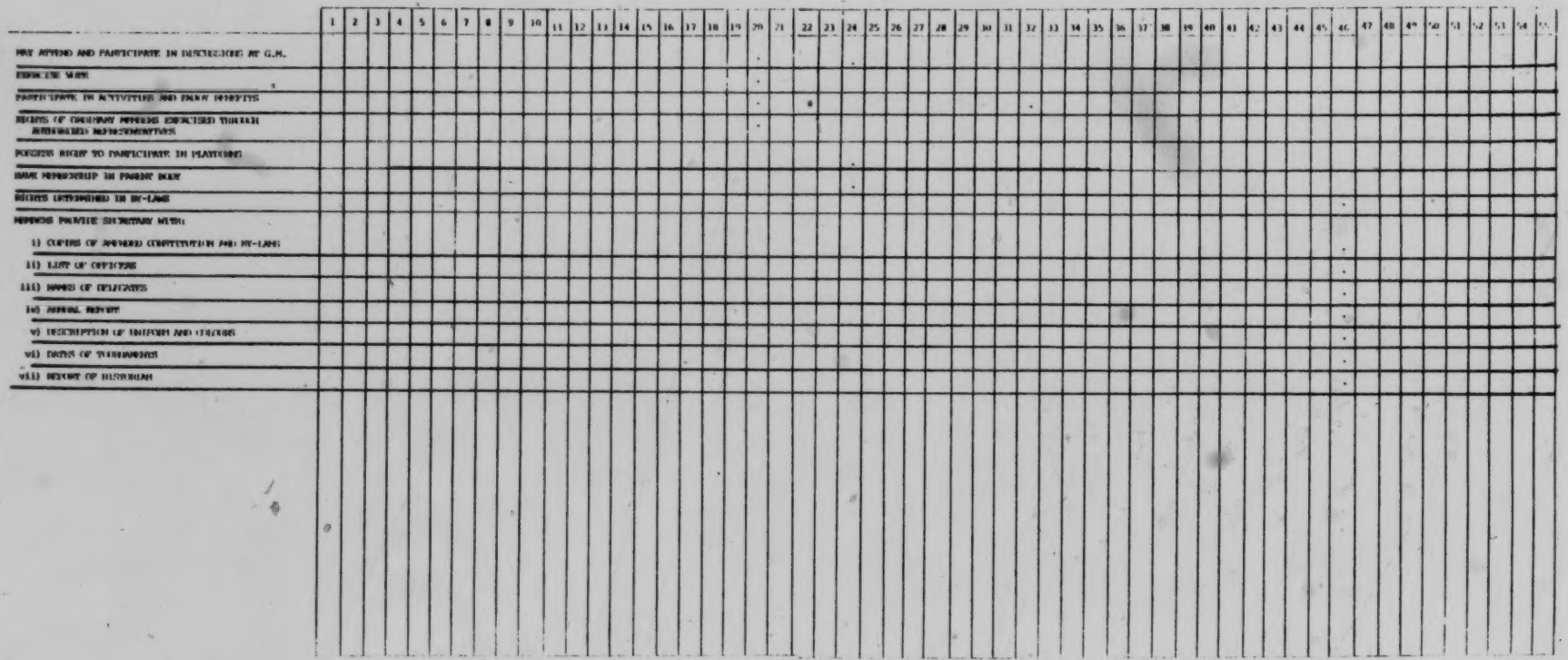
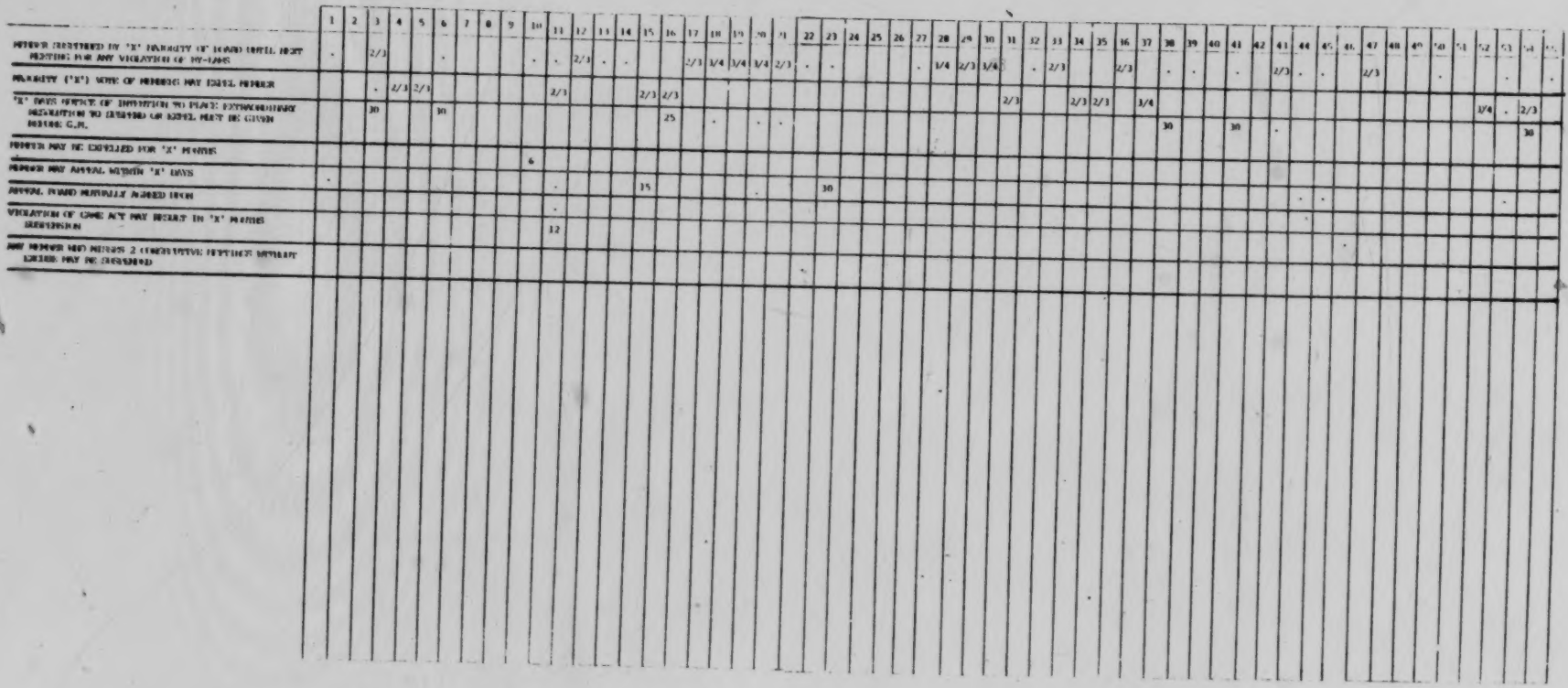

1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54
MAY ATTEND AND PARTICIPATE IN DISCUSSION AT G.M.
EXERCISE VOTE
PARTICIPATE IN ACTIVITIES AND ENJOY BENEFITS
RIGHTS OF ORDINARY MEMBERS EXERCISED THROUGH ELECTED REPRESENTATIVES
PERSONS RIGHT TO PARTICIPATE IN PLAYTIME
NAME MEMBERSHIP IN PUBLIC BODY
RIGHTS ESTABLISHED IN BY-LAWS
MEMBERS PRIVATE SECRETARY WITH:
i) COPIES OF AMENDED CONSTITUTION AND BY-LAWS
ii) LIST OF OFFICERS
iii) MINUTES OF DELEGATES
iv) ANNUAL REPORT
v) DESCRIPTION OF UNIFORM AND CRESTS
vi) DATES OF TOURNAMENTS
vii) REPORT OF TREASURER

TABLE 18

SUSPENSION AND EXPULSION OF MEMBERS



general meeting or a special meeting called for that purpose. Among the thirteen associations, there were three associations that allowed suspension by either of the two identified alternatives. In all three instances ratification of the suspension or expulsion by the membership was emphasized.

Only eight associations recognized the right of the individual and thus granted a suspended member the right to appeal his suspension or expulsion.

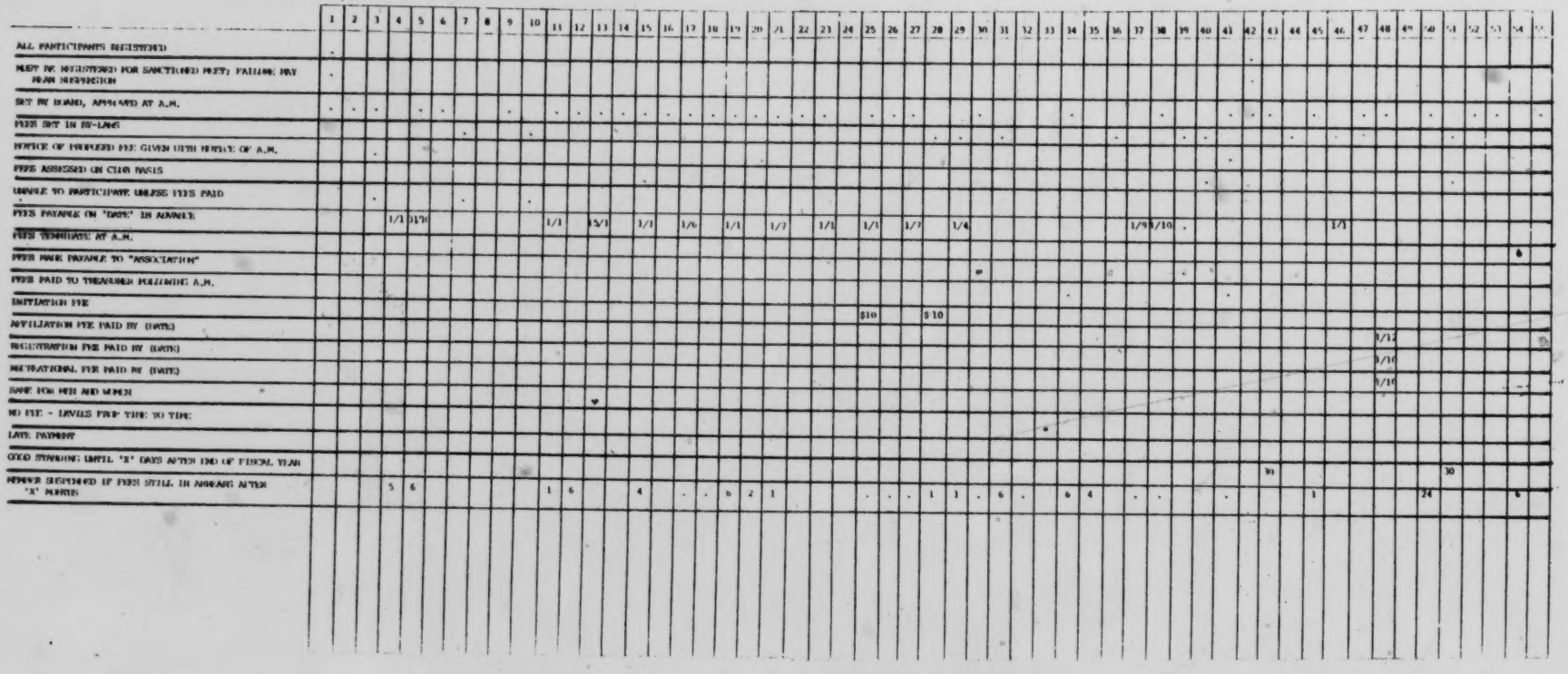
REGISTRATION AND FEES

Only three associations failed to make any mention of the payment of membership fees to the association (see Table 19). Of the remaining fifty-two associations, nine associations failed to specifically indicate how the fees would be determined. There were eleven associations that included in their by-laws the actual amount that was to be paid by their members as an annual membership. A specifically indicated fee would require an amendment to the by-laws whenever an association wished to increase or decrease its fees. The remainder of the associations stated in their by-laws that their fee schedules could be determined annually by the Board of Directors, provided the fee schedules received ratification by the membership at the Annual Meeting. Thus, the associations that adopted this strategy would not be required to amend their by-laws whenever the fees were to be increased.

The only other factor which received recurring mention in this category was the statement that a member could be suspended for failing to pay fees. A statement containing this intent occurred in the

TABLE 19

REGISTRATION AND FEES


ALL PARTICIPANTS REGISTERED
MUST BE REGISTERED FOR SANCTIONED MEET; FAILURE MAY MEAN SUSPENSION
SET BY BOARD, APPROVED AT A.M.
FEES SET IN BY-LAWS
NOTICE OF INCREASED FEE GIVEN WITH NOTICE OF A.M.
FEES ASSESSED ON CLUB BASIS
UNABLE TO PARTICIPATE UNLESS FEES PAID
FEES PAYABLE ON "DATE" IN ANNUAL
FEES TERMINATE AT A.M.
FEES MADE PAYABLE TO "ASSOCIATION"
FEES PAID TO TREASURER FOLLOWING A.M.
INITIATION FEE
AFFILIATION FEE PAID BY (DATE)
REGISTRATION FEE PAID BY (DATE)
RECREATIONAL FEE PAID BY (DATE)
BASE FOR MEN AND WOMEN
NO FEE - LEVIES FROM TIME TO TIME
LATE PAYMENT
CLUB STANDING UNTIL "X" DAYS AFTER END OF FISCAL YEAR
MEMBER SUSPENDED IF FEES STILL IN ARREARS AFTER "X" MONTHS

by-laws of twenty-six associations.

MEETINGS - ANNUAL, GENERAL AND SPECIAL

Every association (see Tables 20, 21 and 22) required in its by-laws that an Annual Meeting must be held. This is a requirement of the Societies Act of Alberta.

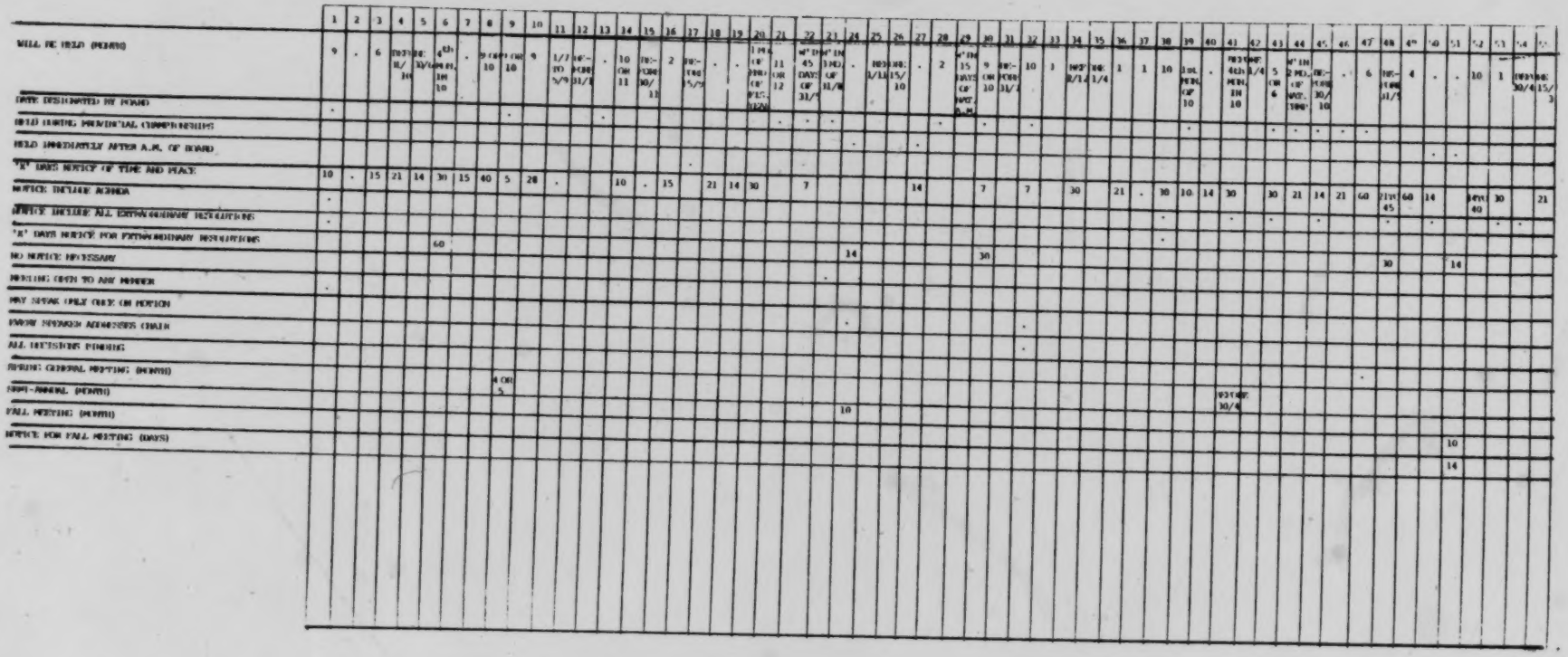
Despite all associations considering 'Meetings' in their by-laws there was a tremendous amount of variance among the number of suggestions and the type of suggestion made in the by-laws. There is no better example of this variance than the wide range of dates mentioned when an association should hold its Annual Meeting (see Table 20). Some associations indicated that the Board should decide when the Annual Meeting should be held, other associations named specific months, and one, the Alberta Track and Field Association, specifically stated that its Annual Meeting should be held the first Monday in October.

The variance in suggestions was just as extreme when examining how many days notice should be provided to the membership before the Annual Meeting. Fourteen to twenty-one days were the most commonly required days of notice prior to an Annual Meeting, but some associations required only five days notice and conversely, one association required sixty days notice. These wide variations help to emphasize the individual management styles of each association; however it might be wise to question the effectiveness of the extremely short or long periods of notice prior to Annual Meetings.

There were thirty-nine associations that included in their by-laws the need for such a notice before an Annual Meeting, yet the

TABLE 20

ANNUAL GENERAL MEETINGS



Societies Act of Alberta made no mention of the need to give any notice of any meeting. All the Act requested was that: "within fourteen days after each annual meeting (a society) will file with the Registrar a statement in the form of a balance sheet" (Government of the Province of Alberta, Section 25, p. 5, 1971).

The topic "Meetings in General' was not as widely treated in the by-laws. However, one interesting sidelight is that the length of notice required before a meeting other than an Annual or Speical Meeting was usually considerably shorter (see Table 21).

Most of the factors in the by-laws which applied to 'Annual' and 'General Meetings' also applied to 'Special Meetings'. However, there was one factor that was characteristic of 'Special Meetings'. This factor required a certain number of members to petition the President to call a Special Meeting. In this study there were thirty-five associations that alluded to this fact. Within these associations some specified the exact number of 'bona fide' members that must request the President to call a 'Special Meeting' while other associations expressed the number as a fraction of the total membership. The numbers ranged from two to thirty members, while the ratios ranged from one-tenth to one-third of the membership (see Table 22).

An examination of the tabulations regarding 'Agenda for Meetings', 'Quorums', 'Voting at Meetings', and 'Delegates' will not be included in this discussion but any information considering these categories can be gleaned from Tables 56 to 59 in Appendix III. Also each of these categories will receive consideration in Chapter V - Guidelines and Suggested Strategies for the Development and/or Maintenance a Set of By-laws.

TABLE 21

MEETINGS IN GENERAL

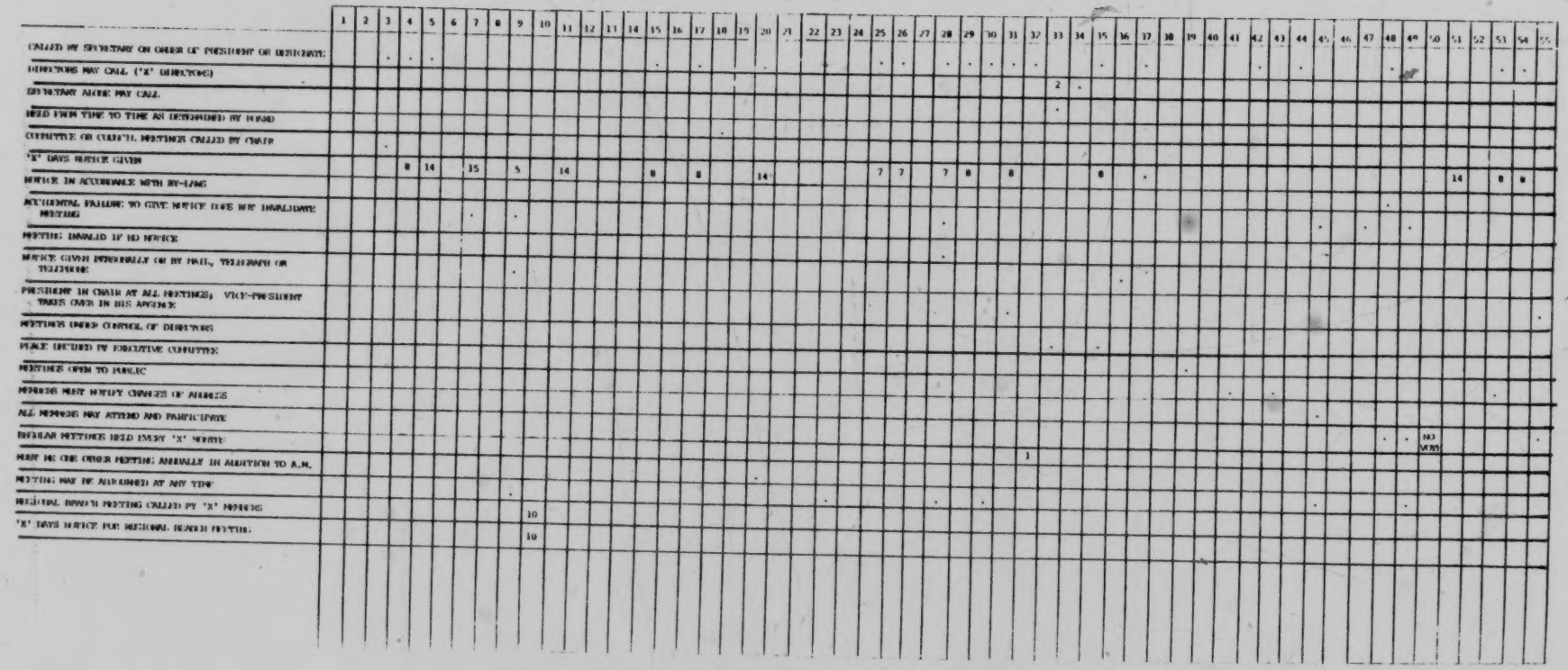
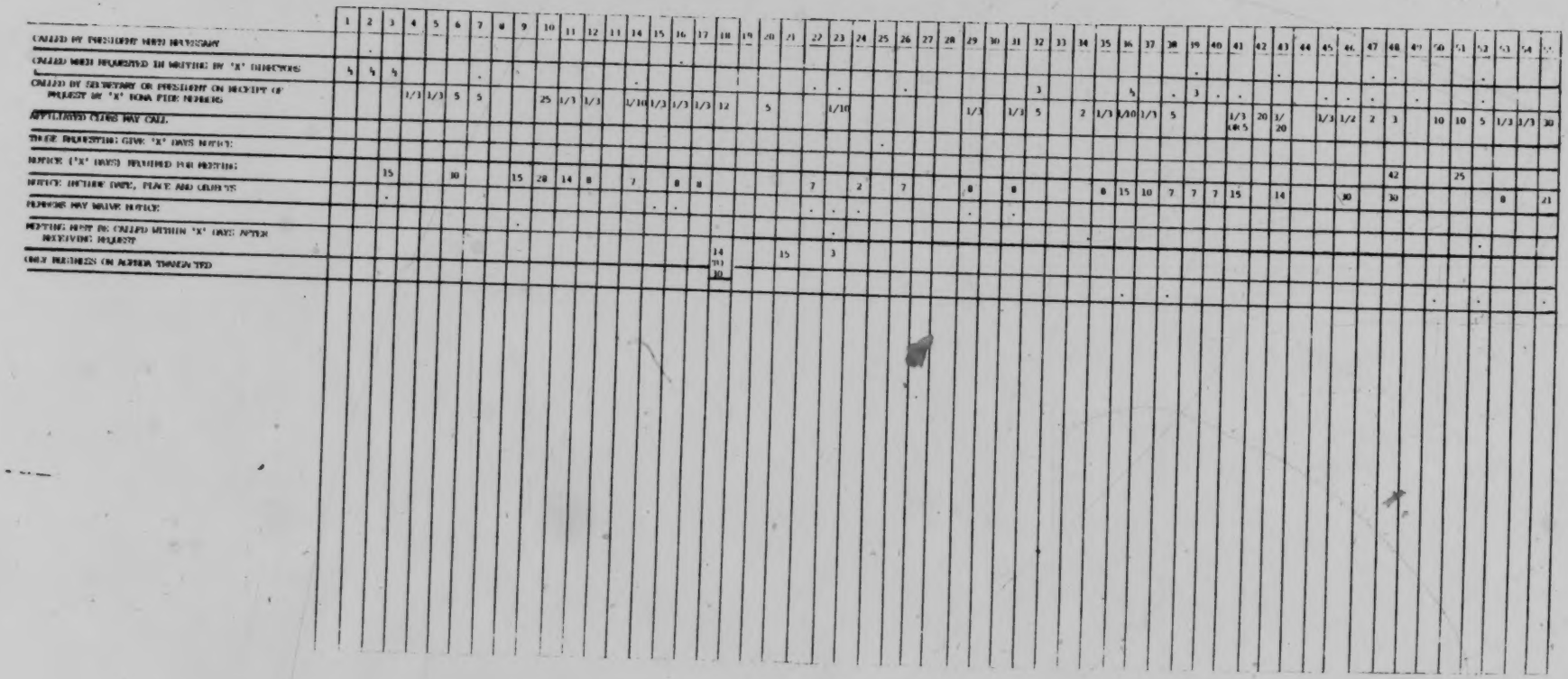

CALLED BY SECRETARY ON ORDER OF PRESIDENT OR DIRECTORS
DIRECTORS MAY CALL ('X' DIRECTORS)
SECRETARY ALONE MAY CALL
HELD FROM TIME TO TIME AS DETERMINED BY BOARD
COMMITTEE OR CLERK'S MEETINGS CALLED BY CHAIR
'X' DAYS NOTICE GIVEN
NOTICE IN ACCORDANCE WITH BY-LAWS
ACCIDENTAL FAILURE TO GIVE NOTICE DOES NOT INVALIDATE MEETING
MEETING INVALID IF NO NOTICE
NOTICE GIVEN PERSONALLY OR BY MAIL, TELEGRAPH OR TELEPHONE
PRESIDENT IN CHAIR AT ALL MEETINGS; VICE-PRESIDENT TAKES OVER IN HIS ABSENCE
MEETINGS UNDER CONTROL OF DIRECTORS
PLACE DECIDED BY EXECUTIVE COMMITTEE
MEETINGS OPEN TO PUBLIC
MEMBERS MUST NOTIFY CHANGES OF ADDRESS
ALL MEMBERS MAY ATTEND AND PARTICIPATE
REGULAR MEETINGS HELD EVERY 'X' MONTH
MUST BE ONE OTHER MEETING ANNUALLY IN ADDITION TO A.M.
MEETING MAY BE ADJOURNED AT ANY TIME
REGIONAL BRANCH MEETING CALLED BY 'X' MEMBERS
'X' DAYS NOTICE FOR REGIONAL BRANCH MEETING.

TABLE 22

SPECIAL GENERAL MEETINGS



AMENDMENTS TO THE CONSTITUTION AND BY-LAWS

In three areas of this category there was a great deal of consensus among the associations (see Table 23). Twenty-six associations specifically acknowledged in their by-laws that it would take an extraordinary resolution by the membership to amend any by-laws. In addition forty-five of the fifty-five associations expressly defined what degree of a majority vote (i.e., one-half, two-thirds or three-quarters) was required to enact an extraordinary resolution. Thirty-nine of the forty-five associations required a three-quarters majority, four required a two-thirds majority and two required a simple majority.

Twenty-seven associations also included in their by-laws the number of days notice that must be given to its members prior to a vote on an extraordinary resolution. The range was from seven to thirty days with seventeen of the twenty-seven associations requiring thirty days notice.

An interesting comparison between the examined by-laws and the Societies Act of Alberta occurred when examining the fact that all amendments must be registered before becoming valid - a requirement of the Alberta legislation. Only six associations made any reference to this requirement in their by-laws.

AUDIT OF ACCOUNTS

It is legislated in 'Schedule B' of the Societies Act of Alberta that any incorporated association must carry out an audit of its accounts. However, only thirty of the fifty-five associations stated in their by-laws that an annual audit must be carried out (see Table 24).

TABLE 23

AMENDMENTS TO THE CONSTITUTION AND BY-LAWS

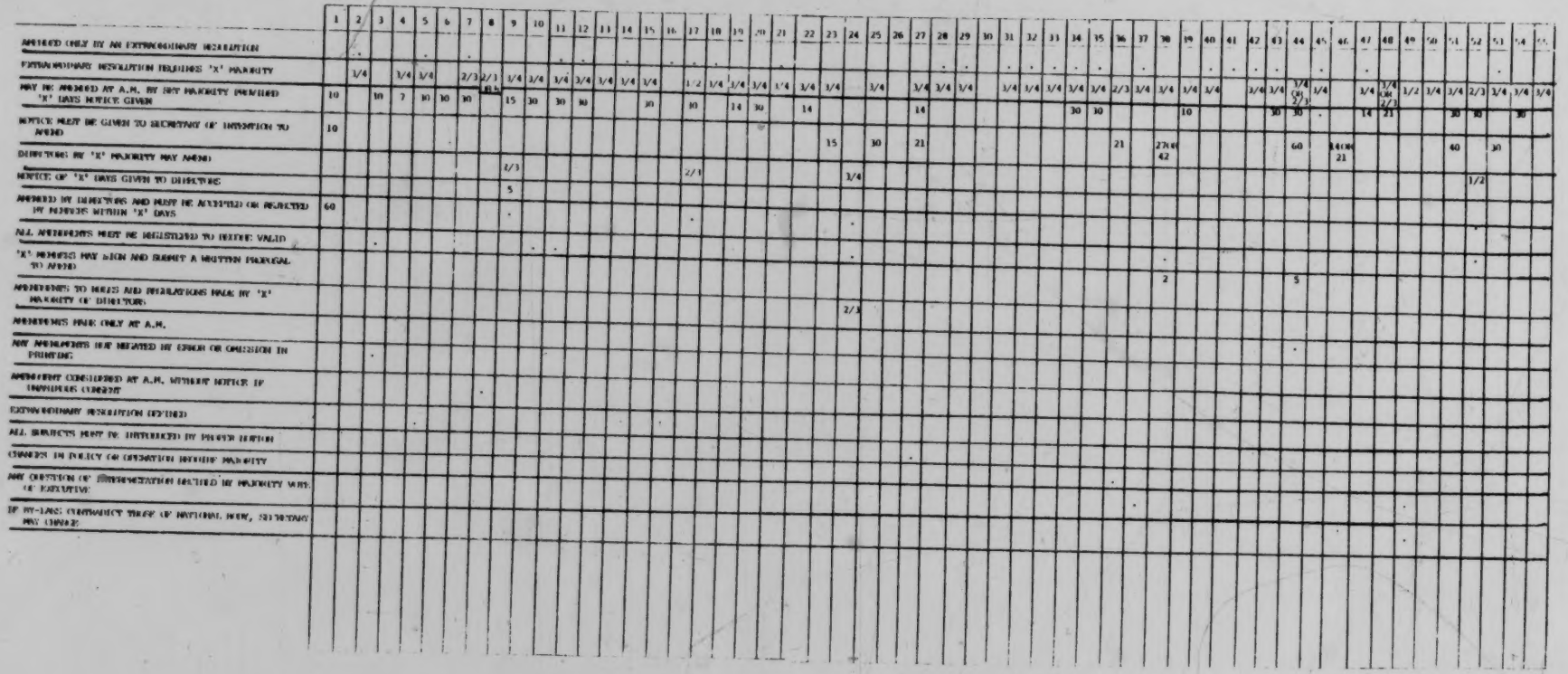
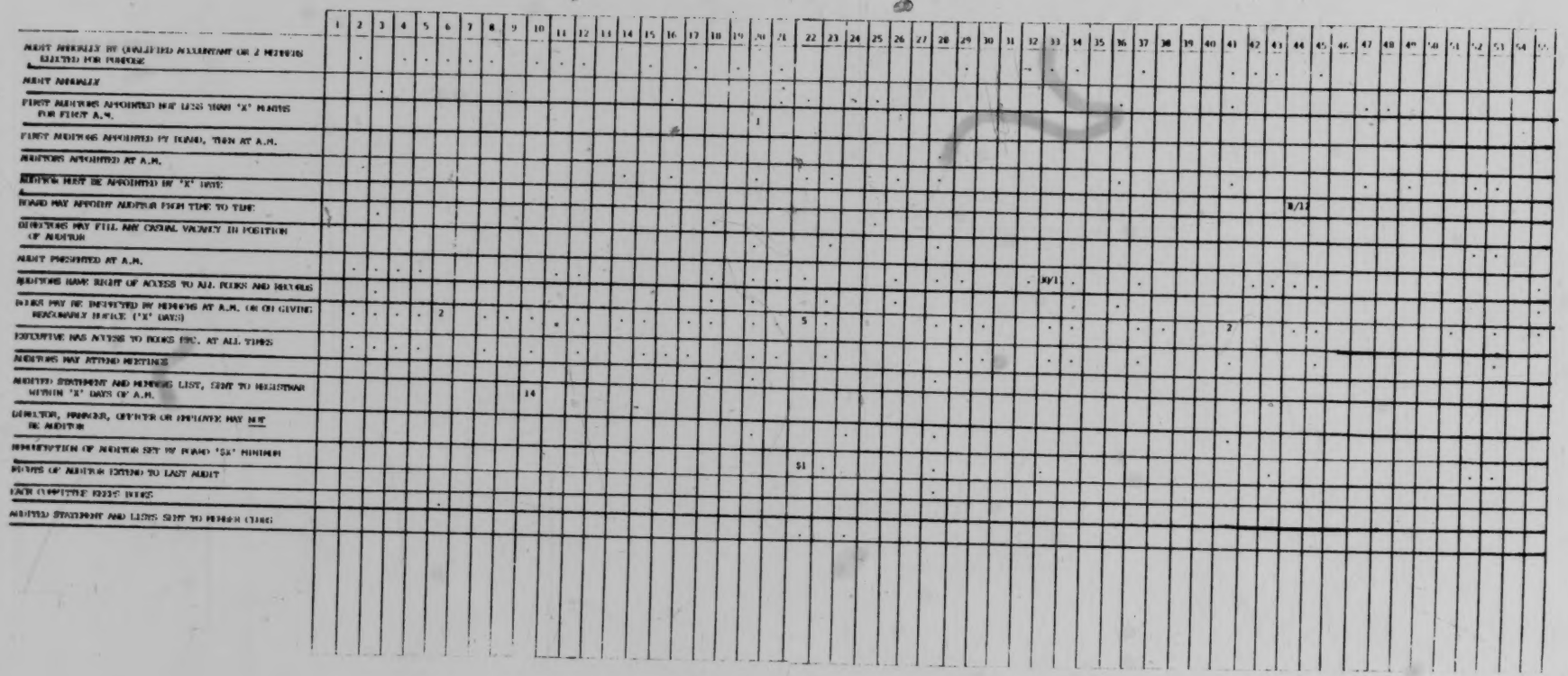

1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54 55
AMENDED ONLY BY AN EXTRAORDINARY RESOLUTION
EXTRAORDINARY RESOLUTION REQUIRES 'X' MAJORITY
MAY BE AMENDED AT A.M. BY 3/4 MAJORITY PROVIDED 'X' DAYS NOTICE GIVEN
NOTICE MUST BE GIVEN TO SECRETARY OF INTENTION TO AMEND
DIRECTORS BY 'X' MAJORITY MAY AMEND
NOTICE OF 'X' DAYS GIVEN TO DIRECTORS
AMENDED BY DIRECTORS AND MUST BE ACCEPTED OR REJECTED BY MEMBERS WITHIN 'X' DAYS
ALL AMENDMENTS MUST BE REGISTERED TO BECOME VALID
'X' MEMBERS MAY SIGN AND SUBMIT A MOTION PROPOSAL TO AMEND
AMENDMENTS TO RULES AND REGULATIONS MADE BY 'X' MAJORITY OF DIRECTORS
AMENDMENTS MADE ONLY AT A.M.
ANY AMENDMENTS NOT MENTIONED BY ERROR OR OMISSION IN PRINTING
AMENDMENT CONSIDERED AT A.M. WITHOUT NOTICE IF UNANIMOUS CONSENT
EXTRAORDINARY RESOLUTION REVOKED
ALL SUBJECTS MUST BE INTRODUCED BY PROPER MOTION
CHANGES IN POLICY OR OPERATION REQUIRE MAJORITY
ANY QUESTION OF INTERPRETATION SETTLED BY MAJORITY VOTE OF EXECUTIVE
IF BY-LAWS CONFLICT THEY OF NATIONAL BODY, SECTIONS MAY CHANGE

TABLE 24

AUDIT OF ACCOUNTS


MUST ANNUALLY BE QUALIFIED ACCOUNTANT OR 2 MEMBERS ELECTED FOR PURPOSE
MUST ANNUALLY
FIRST AUDITORS APPOINTED NOT LESS THAN 'X' MONTHS FOR FIRST A.M.
FIRST AUDITORS APPOINTED BY BOARD, THEN AT A.M.
AUDITORS APPOINTED AT A.M.
AUDITORS MUST BE APPOINTED BY 'X' TIME
BOARD MAY APPOINT AUDITOR FROM TIME TO TIME
DIRECTORS MAY FILL ANY CASUAL VACANCY IN POSITION OF AUDITOR
AUDIT PRESENTED AT A.M.
AUDITORS HAVE RIGHT OF ACCESS TO ALL BOOKS AND RECORDS
BOOKS MAY BE INSPECTED BY MEMBERS AT A.M. OR ON GIVING REASONABLE NOTICE ('X' DAYS)
EXECUTIVE HAS ACCESS TO BOOKS ETC. AT ALL TIMES
AUDITORS MAY ATTEND MEETINGS
AUDITED STATEMENT AND MEMBERS LIST, SENT TO REGISTRAR WITHIN 'X' DAYS OF A.M.
DIRECTOR, MANAGER, OFFICER OR EMPLOYEE MAY NOT BE AUDITOR
REMUNERATION OF AUDITOR SET BY BOARD 'SX' MINIMUM
TERMS OF AUDITOR EXTEND TO LAST AUDIT
EACH COMPETIE EVERY TIME
AUDITED STATEMENT AND LISTS SENT TO MEMBER (TIME)

The remainder may, in fact, conduct an audit of their own accounts but no reference to the audit appeared in their constitution and by-laws.

In this category there is perhaps only one other factor that should be mentioned. Thirty associations complied with 'Schedule B' of the Societies Act of Alberta and required that the books and records of the association must be ready for inspection by the members at the Annual Meeting or upon giving reasonable notice to the custodian of such books and records.

SEAL OF ASSOCIATION

Although the possession of a seal is not required of an association by the legislation, there were no less than fifty associations that made mention in their by-laws of the existence of a 'Seal of the Association'. Some by-laws structured a special section of the by-laws to consider the 'Seal of the Association' (see Table 25); other associations alluded to it under 'Duties of Secretary' or 'Duties of Treasurer' (see Tables 76 and 77 in Appendix III). The area of the by-laws which referred to the seal most frequently was the 'Duties of Secretary' section where thirty-six associations considered it the responsibility of the secretary to have custody of the seal. Twenty associations indicated that when the seal was used it had to be authenticated by the President.

WINDING UP

Despite the fact that only seven associations presented a procedure for 'Winding Up' (see Table 26) of their association in

TABLE 25

SEAL OF THE ASSOCIATION

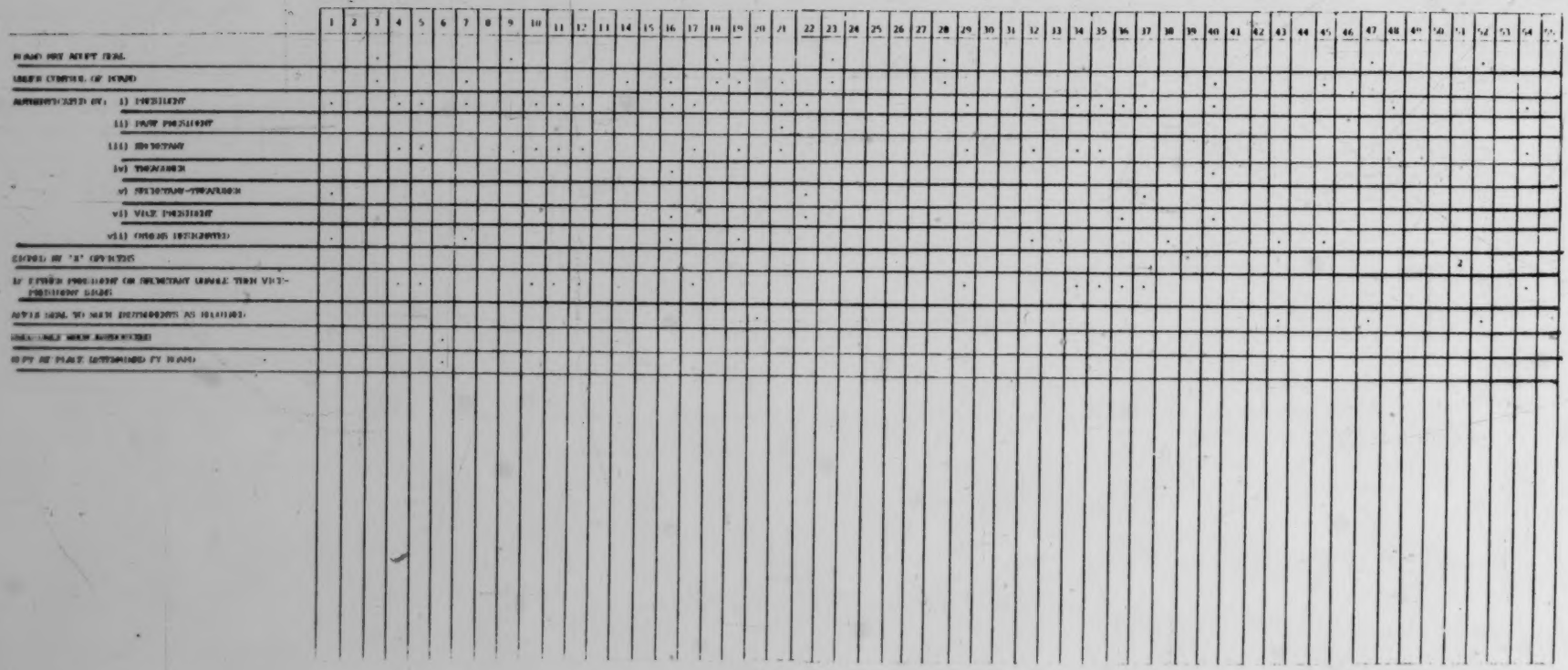


TABLE 26

WINDING UP OF THE ASSOCIATION, POLLS AND BONDS

	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	31	32	33	34	35	36	37	38	39	40	41	42	43	44	45	46	47	48	49	50	51	52	53	54	
PROPERTY AND ASSETS, ETC., AFTER PAYMENT OF LIABILITIES, DONATED TO CHARITABLE, BENEVOLENT, ETC., SOCIETIES DECIDED BY ASSOCIATION AT GENERAL MEETING		.											.									.	.				.							.																				
'X' MAJORITY VOTE REQUIRED TO DISSOLVE AT A.M.																																																		2/3				
'X' DAY NOTICE OF PROPOSED DISSOLUTION																																																		40				
MAY BE REMOVED																																																								
EXECUTIVE, SECRETARY, TREASURER AND GENERAL MANAGER MUST POST BONDS																																																							
OTHER STAFF MEMBERS MAY BE REQUESTED TO POST BOND																																																						
COST OF BONDS PAID BY ASSOCIATION																																																						

their by-laws it is an area that should be considered important by all associations. If an association is ever faced with the prospect of dissolution, it should have a contingency plan in its by-laws.

BOARD OF DIRECTORS

This section of the by-laws, the Board of Directors, along with the section that referred to the officers of the associations and their duties and the sections that considered the standing committees of the associations were perhaps the most comprehensive and varied of all areas of the by-laws. This fact reflected the individual needs of each association but it is important to realize that the manner in which an association structures itself is not automatically the best structuring strategy available.

Because of the wide range of structuring alternatives utilized by the associations and because qualitative structuring strategies will be discussed in Chapter V, this examination will not be done in great detail. Rather this discussion will consider any commonalities or distinguishable differences among the by-laws.

Despite the extensive responsibilities of most 'Board of Directors', the by-laws of very few associations provide extensive information which would assist a director in undertaking his/her responsibilities (see Table 27).

One of the most frequently recurring provisions in this area

TABLE 27

BOARD OF DIRECTORS

	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	31	32	33	34	35	36	37	38	39	40	41	42	43	44	45	46	47	48	49	50	51	52	53	54	55
ATTAINS OF ASSOCIATION MANDED BY BOARD SUBJECT TO BY-LAWS		.					.		.	.	.	.				.	.	.	.	.		.																																		
NUMBER OF DIRECTORS			15				9	8	7		4	6				22					30	4						2TO8		12	11		.				11	4 TO 12			6		5						9					8		
ANY MEMBER IN GOOD STANDING ELIGIBLE											.	.																			.																								
REMOVE ALL BOARDS OF ASSOCIATION			.	.	.		.											.	.	.								.		.	.	.	.		.																				
DIRECTORS NOT DIRECTLY INVOLVED WITH ANY ITEM			.											.														.																										
IF VACANCY, BOARD MAY APPOINT MEMBER TO FILL POSITION UNTIL NEXT A.M.			.	.			.	.	.		.	.	.				.	.	.	.	.		.		.			.		.				.			.	.	.	.	.	.	.	.	.	.	.	.	.	.	.	.	.	.
BOARD MEMBERS MAY RESIGN BY SUBMITTING WITHDRAWAL IN WRITING TO PRESIDENT OR SECRETARY					.												.			.							—		.																										
DIRECTOR CEASES TO BE DIRECTOR OCC MEMBERSHIP CEASES					.				.								.			.							.																												
DIRECTOR MUST BE A MEMBER OF A MEMBER CLUB OR ASSOCIATION						.									.		.			.		.					.	.	.																										
APPLICANTS OF INCORPORATION - EIGHT DIRECTORS						.																																																		
BOARD COMPOSED OF "X" REPRESENTATIVES FROM ORDINARY MEMBERS		2										1					1					2							1								1	2																	
ORDINARY MEMBERS SHOULD BE ELECTED		.																																																				
BOARD MAY REMOVE, BY "X" VOTE, FROM OFFICE ANY MEMBER OF BOARD FOR THE CHIEF			2/3							2/3			.					2/3		2/3	.		.		2/3			3/4		3/4				1/2		.		2/3					2/3	3/4			3/4				2/3		2/3	
ANY MEMBER OF BOARD WHO FAILS TO ATTEND "X" CONSECUTIVE MEETINGS WITHOUT CAUSE WILL BE DEEMED TO HAVE RESIGNED			2						3		3			.				1		3										3							3	3			3												2		
REPRESENTATION, IF ANY, DETERMINED BY MEMBERS			YES	NO	NO				YES	YES	NO	NO		YES		NO	NO	NO		NO		NO	NO		YES		NO	YES	YES	NO	YES	NO	YES		NO	YES	YES	YES		NO	NO	NO	NO	NO	NO		NO		NO		NO		NO	NO
EACH DIRECTOR HAS ONE AREA OF REPRESENTATION																																																						
ANY VACANCIES FILLED BY REPRESENTATIVES FROM SAME AREA																																																					
INTERIM BOARD CEASES UNTIL BOARD FILLED																					.																																		
BOARD MAY APPOINT ANY COMMITTEE		.																				.																																
BOARD MEETINGS HAVING GIVEN IT BY MAJORITY VOTE OF MEMBERS AT A.M.																																					.	.																
DIRECTOR NEED BE NECESSARY QUALIFICATIONS																																	.	.																				
BOARD MAY BOARD REPAY TO INSURE COMPLIANCE OF SECURITY PROVIDED CONDUCT BY AN EXTRAORDINARY RESOLUTION		.		.	.		.																																															

TABLE 27 (CONT'D)

BOARD OF DIRECTORS

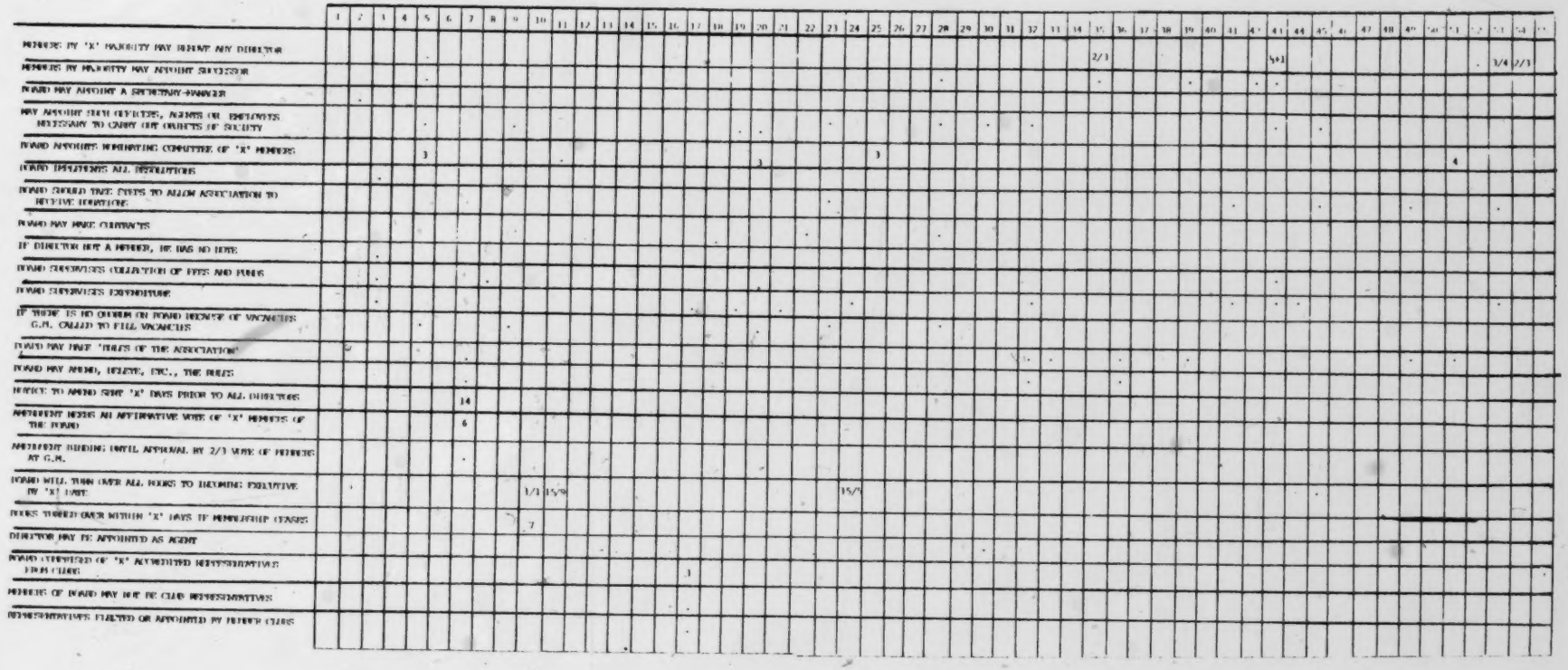
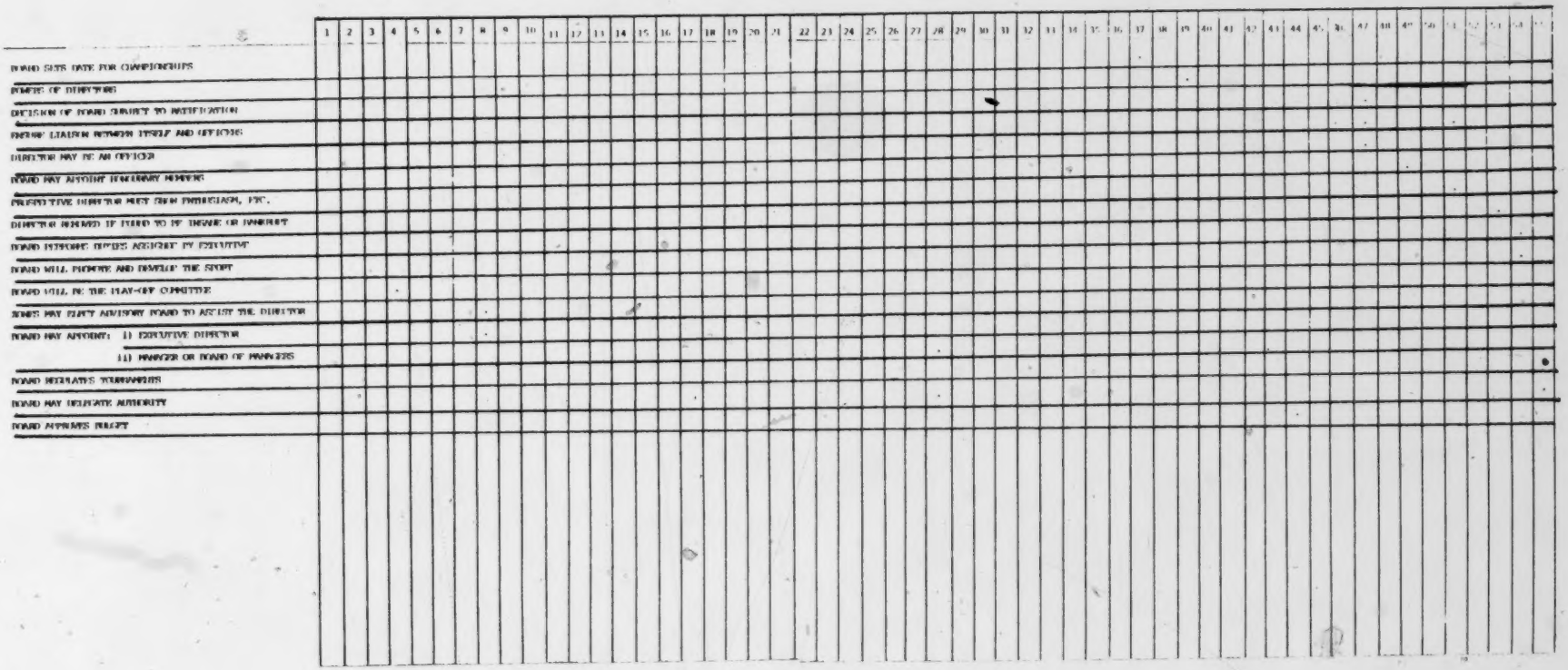

MEMBERS BY 'X' MAJORITY MAY REMOVE ANY DIRECTOR
MEMBERS BY MAJORITY MAY APPOINT SUCCESSOR
BOARD MAY APPOINT A SECRETARY-MANAGER
MAY APPOINT SUCH OFFICERS, AGENTS OR EMPLOYEES NECESSARY TO CARRY OUT OBJECTS OF SOCIETY
BOARD APPOINTS NOMINATING COMMITTEE OF 'X' MEMBERS
BOARD IMPLEMENTS ALL RESOLUTIONS
BOARD SHOULD TAKE STEPS TO ALLOW ASSOCIATION TO RECEIVE DONATIONS
BOARD MAY MAKE CONTRACTS
IF DIRECTOR NOT A MEMBER, HE HAS NO VOTE
BOARD SUPERVISES COLLECTION OF FEES AND DUES
BOARD SUPERVISES EXPENDITURE
IF THERE IS NO QUORUM OR BOARD VACANCY OR VACANCIES G.M. CALLED TO FILL VACANCIES
BOARD MAY VARY 'RULES OF THE ASSOCIATION'
BOARD MAY AMEND, DELETE, ETC., THE RULES
NOTICE TO AMEND SENT 'X' DAYS PRIOR TO ALL DIRECTORS
AMENDMENT NEEDS AN AFFIRMATIVE VOTE OF 'X' MEMBERS OF THE BOARD
AMENDMENT BINDING UNTIL APPROVAL BY 2/3 VOTE OF MEMBERS AT G.M.
BOARD WILL TURN OVER ALL FUNDS TO INCOMING EXECUTIVE IN 'X' DAYS
FUNDS TURNED OVER WITHIN 'X' DAYS IF MEMBERSHIP CEASES
DIRECTOR MAY BE APPOINTED AS AGENT
BOARD CERTIFIED OF 'X' ACCREDITED REPRESENTATIVES FROM CLUBS
MEMBERS OF BOARD MAY NOT BE CLUB REPRESENTATIVES
REPRESENTATIVES ELECTED OR APPOINTED BY OTHER CLUBS
2/3
5+1
3/4 2/3
15/9
1/3 15/9

TABLE 27 (CONT'D)

BOARD OF DIRECTORS


BOARD SETS DATE FOR CHAMPIONSHIPS
POWERS OF DIRECTORS
DECISION OF BOARD SUBJECT TO RATIFICATION
PROPER LIAISON BETWEEN ITSELF AND OFFICERS
DIRECTOR MAY BE AN OFFICER
BOARD MAY APPOINT HONORARY MEMBERS
PRESENTIVE DIRECTOR MUST SEEK PARTICIPATION, ETC.
DIRECTOR REMOVED IF FAILED TO BE THERE OR INHERENT
BOARD INTERPRETS DUTIES ASSIGNED BY EXECUTIVE
BOARD WILL PROMOTE AND DEVELOP THE SPORT
BOARD WILL BE THE PLAY-OFF COMMITTEE
BOARD MAY ELECT ADVISORY BOARD TO ASSIST THE DIRECTOR
BOARD MAY APPOINT: 1) EXECUTIVE DIRECTOR
11) MANAGER OR BOARD OF MANAGERS
BOARD REGULATES TOURNAMENTS
BOARD MAY DELEGATE AUTHORITY
BOARD ASSUMES RIGHT

referred to whether or not members of the Board of Directors may receive any remuneration for their services. Thirty-nine associations provided such a provision in their by-law. Only twelve of the associations indicated that members of the Board of Directors could receive remuneration provided that such remuneration was determined by the membership. The other twenty-seven associations stated that no member of the Board of Directors could receive any remuneration.

Thirty-nine associations included the provision in their by-laws that the Board of Directors could borrow money to further the objectives of the association provided the Board had received the approval of the members by an extraordinary resolution.

A provision of even greater significance than the previous two provisions was a statement which provided the Board of Directors with the right to manage the affairs of an association subject to the by-laws of the association. Despite the obvious importance of this by-law only thirty-seven associations provided the Board of Directors with this right.

ELECTIONS AND TERM OF OFFICE

This section is very extensive in comparison to many sections of the by-laws of the associations; however, once again there were very few provisions that were consistently acknowledged by the different associations (see Table 28). The most widely considered factor was that dealing with the length of the terms of officers elected as Directors and Officers. This factor existed in forty-two of the by-laws of the associations. However, some associations did

TABLE 28

ELECTIONS AND TERM OF OFFICE

	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	31	32	33	34	35	36	37	38	39	40	41	42	43	44	45	46	47	48	49	50	51	52	53	54	55
BOARD ELECTED AT A.M. ('X' MONTH)					.			.	.		.	.																		.	.		.		11			.		.					.	.	.	.	.	.	.					
SERVE A TERM OF 'X' YEARS OR UNTIL SUCCESSOR ELECTED		1	2		1		1	2	4	1	.	.	2	.	1	1		2	1	1	2	2						1	.	1	.	2	3	2			1	1	1	1	2	1	2	2	1	1	2	1		2	TER 2		
NOMINATION FILED WITH SECRETARY 'X' DAYS BEFORE A.M.							6			.											3												10										31			.	7			.	EX-1		
NOMINATIONS SUBMITTED BY										W/o																																						W/4					
IF NO NOMINATIONS SUBMITTED BY 'X' DAYS, NOMINEES ACCEPTED FROM FLOOR AT LARGE										W/o																																											
NOMINEES NOTIFIED BY CORRESPONDING SECRETARY 'X' DAYS PRIOR TO MEETING										28																																7			.				7					
ACCEPTANCE MADE VERBALLY OR IN WRITING											.																			.				.								.									.		
NOMINEES MUST HAVE APPROVAL OF THEIR DISTRICTS																.																																						
STATE MAY VOLUNTEER FOR BOARD											.										.																				1													
PAST PRESIDENT AND 'X' MEMBERS OF BOARD FORM NOMINATING COMMITTEE																2																																						
SLATE OF OFFICERS RECEIVED BY NOMINATING COMMITTEE			4								.																																										
ASSIGNS TO EACH STANDING OR BOARD STATE MAY VOLUNTEER DIRECTOR					.																															.															.		
ALL ELIGIBLE TO VOTE AT A.M. FIRST PRESIDENT AND VICE-PRESIDENT FOR 'X' YEAR TERM			1																																																	
ZONE DIRECTORS ELECTED BY ALL ELIGIBLE TO VOTE AT A.M.			.																																																
RETIRING DIRECTORS ELIGIBLE FOR RE-ELECTION 'X' CONSECUTIVE TERMS		.											.					.	.		5											2																	2			.		
EXECUTIVE HAS OVERLAPPING TERMS			.	.																		.																																
DIRECTORS HOLD OFFICE UNTIL THE CONCLUSION OF MEETING AT WHICH THEY RETIRE		.																																																		
BOARD ASSOCIATION ADVISES REPLACEMENT IF THEIR DIRECTOR'S POSITION IS VACANT		.																																																		
IF MORE CANDIDATES THAN VACANCIES, THE ELECTION IS BY BALLOT																																																					
ELECTION MAY BE BY BALLOT OR PROXY										.	.							.	o	.								.				.																					
MAIL BALLOT IN 'X' DAYS PRIOR TO ELECTION DATE										7																																											
BOARD ELECTED BY SIMPLE MAJORITY																																																					
[illegible]																																																						

TABLE 28 (CONT'D)

ELECTIONS AND TERM OF OFFICE

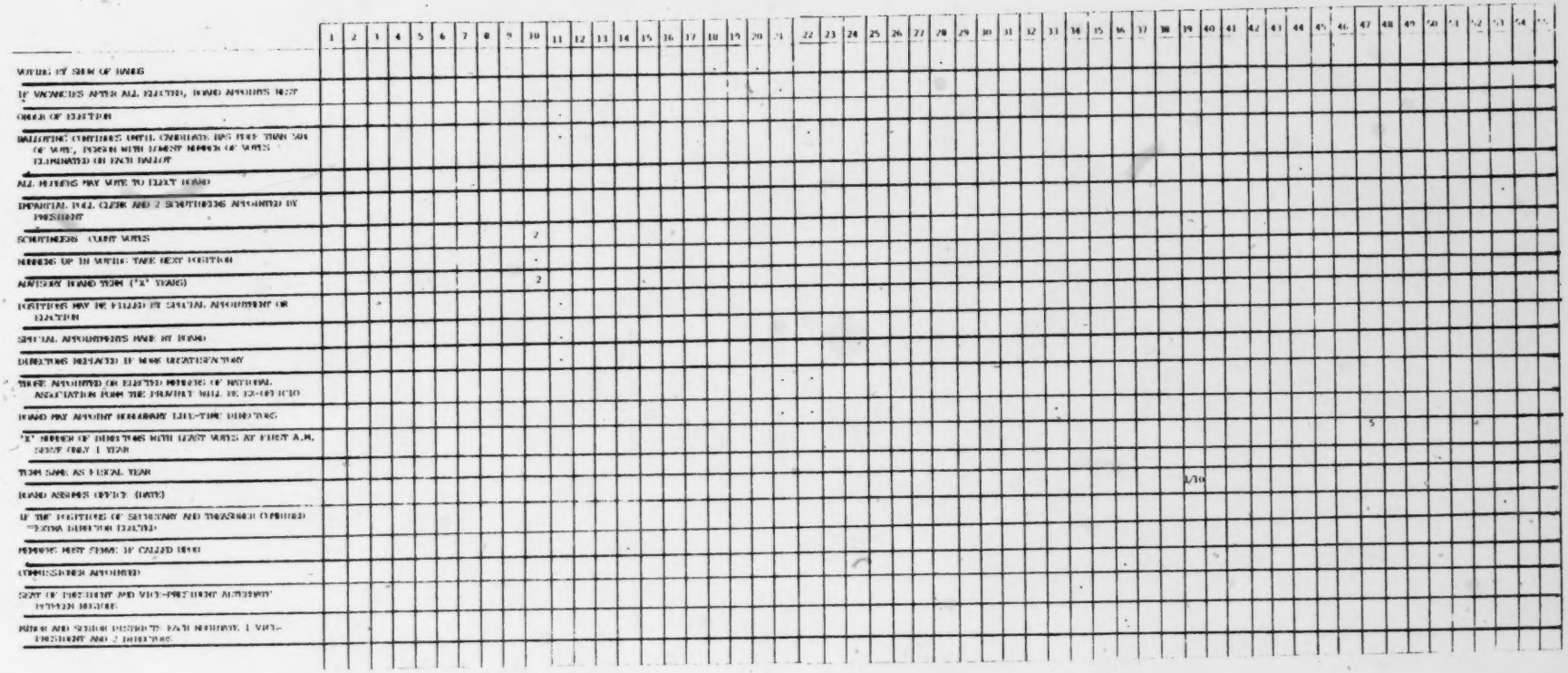
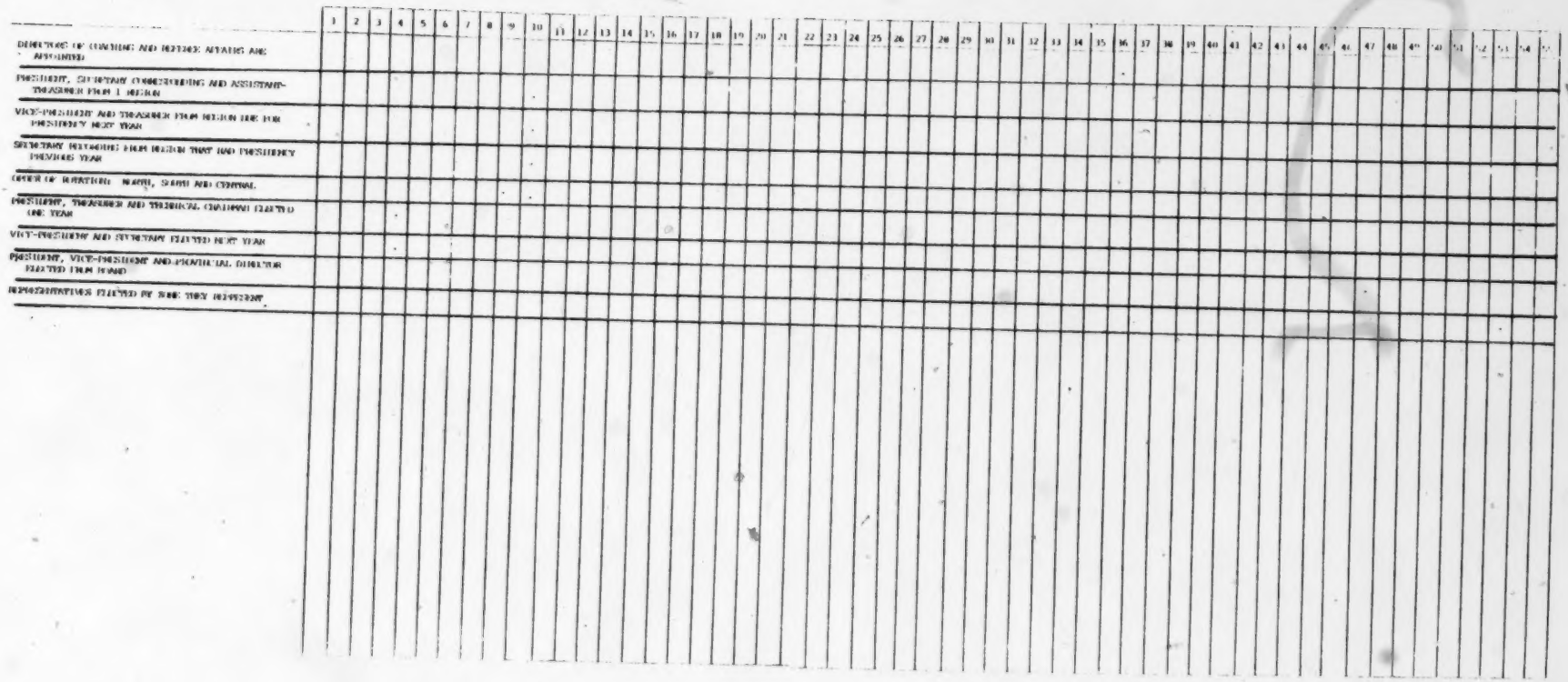

VOTING BY SIGN OF HANDS
IF VACANCIES AFTER ALL ELECTED, BOARD APPOINTS REST
ORDER OF ELECTION
BALLOTING CONTINUES UNTIL CANDIDATE HAS MORE THAN 50% OF VOTE, PERSON WITH LOWEST NUMBER OF VOTES ELIMINATED ON EACH BALLOT
ALL MEMBERS MAY VOTE TO NEXT BOARD
IMPARTIAL POLL CLERK AND 2 SCRUTINEERS APPOINTED BY PRESIDENT
SCRUTINEERS COUNT VOTES
MEMBERS UP IN WARDS TAKE NEXT POSITION
ADVISORY BOARD TERM ("X" YEARS)
POSITIONS MAY BE FILLED BY SPECIAL APPOINTMENT OR ELECTION
SPECIAL APPOINTMENTS MADE BY BOARD
DIRECTORS REPLACED IF NOT SATISFACTORY
THOSE APPOINTED OR ELECTED MEMBERS OF NATIONAL ASSOCIATION FORM THE PROVINCE WILL BE EX-OFFICIO
BOARD MAY APPOINT HONORARY LIFE-TIME DIRECTORS
"X" NUMBER OF DIRECTORS WITH LEAST VOTES AT FIRST A.M. SERVE ONLY 1 YEAR
TERM SAME AS FISCAL YEAR
BOARD ASSUMES OFFICE (DATE)
IF THE POSITIONS OF SECRETARY AND TREASURER OPPOSED "EXTRA DIRECTOR ELECTED"
MEMBERS MUST SIGN IF CALLED UPON
COMMISSIONER APPOINTED
SEAT OF PRESIDENT AND VICE-PRESIDENT ALTERNATE BETWEEN MEMBERS
MINOR AND SENIOR DISTRICTS EACH NOMINATE 1 VICE-PRESIDENT AND 2 DIRECTORS
1/10

TABLE 28 (CONT'D)

ELECTIONS AND TERM OF OFFICE


1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54 55
DIRECTORS OF CANCING AND RETAIN AFFAIRS ARE APPOINTED
PRESIDENT, SECRETARY CORRESPONDING AND ASSISTANT-TREASURER FROM 1 REGION
VICE-PRESIDENT AND TREASURER FROM REGION DUE FOR PRESIDENCY NEXT YEAR
SECRETARY RETAINING FROM REGION THAT HAD PRESIDENCY PREVIOUS YEAR
OTHER OF ROTATION: NAGOI, SOUTH AND CENTRAL
PRESIDENT, TREASURER AND REGIONAL CHAIRMAN ELECTED ONE YEAR
VICE-PRESIDENT AND SECRETARY ELECTED NEXT YEAR
PRESIDENT, VICE-PRESIDENT AND REGIONAL DIRECTOR ELECTED FROM BOARD
REPRESENTATIVES ELECTED BY AREA THEY REPRESENT

not suggest any specific length of time, (i.e., until a successor was elected), some associations opted for one year terms, other associations required two year terms and a couple of associations suggested three year terms.

The only other provision that occurred frequently in the constitutions and by-laws was the requirement by twenty-three associations that the Board of Directors be elected at the Annual Meeting.

There were many other provisions that appeared in Table 28 but in most instances they were unique to a small number of associations. In fact, more than half of the provisions existed in the by-laws of only one association.

COMPOSITION OF THE BOARD AND OFFICERS OF THE ASSOCIATION

Of those associations that included the provisions in their by-laws for a board and officers, the majority mentioned the same core of positions which composed the Board of Directors and various officer positions (see Table 29) - a number of 'Directors-at-Large', Officers of the Association (President, Vice-President, Secretary and Treasurer) and Chairmen of the Standing Committees. The remainder of the positions were virtually unique to different associations.

There were forty associations that made provisions for different officers in their association. Of those forty, over thirty associations included the positions of President, Vice-President, Secretary and Treasurer or Secretary-Treasurer combined (see Table 30). Most of the other positions mentioned in Table 30 were unique to one or two associations. For example, Chairmen of the Handicap or Course Rating Committees were positions created and utilized by the Canadian Ladies

TABLE 29

COMPOSITION OF BOARD OF DIRECTORS

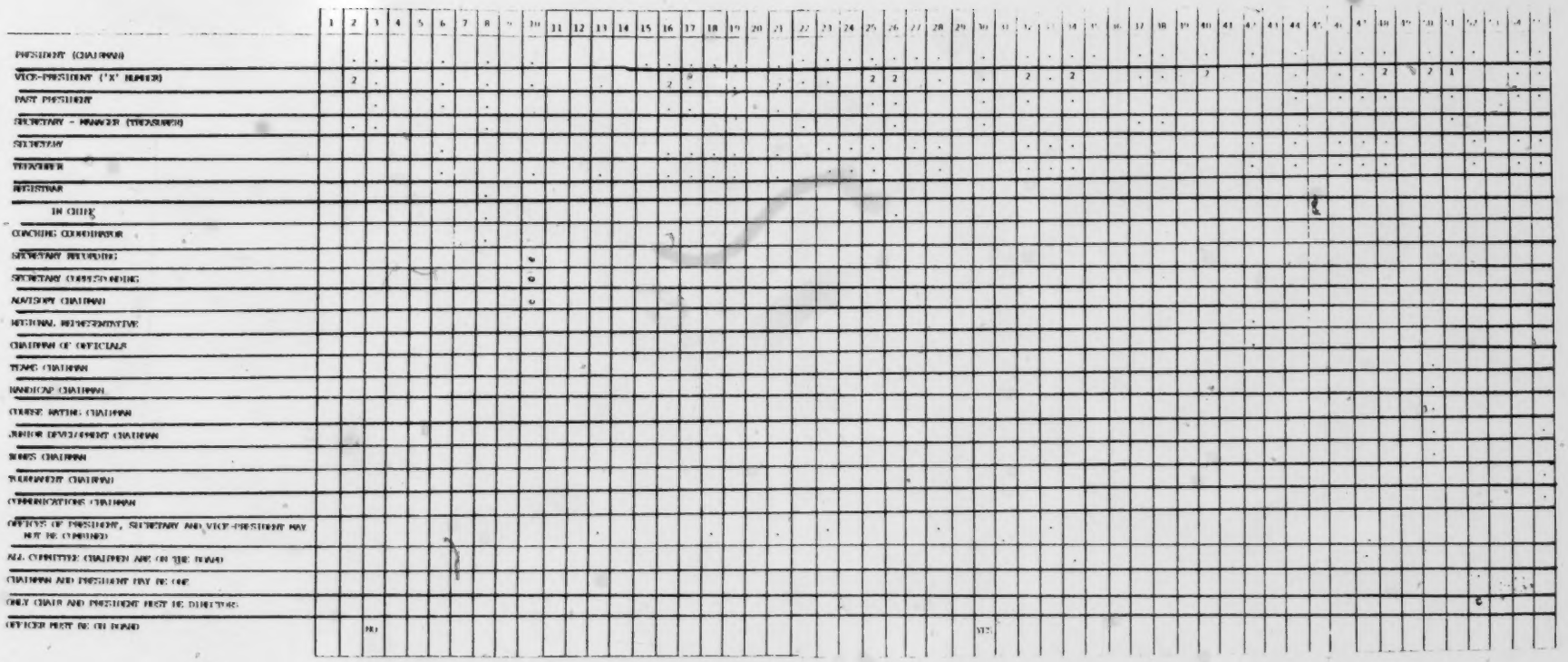


TABLE 30

OFFICERS OF THE ASSOCIATION

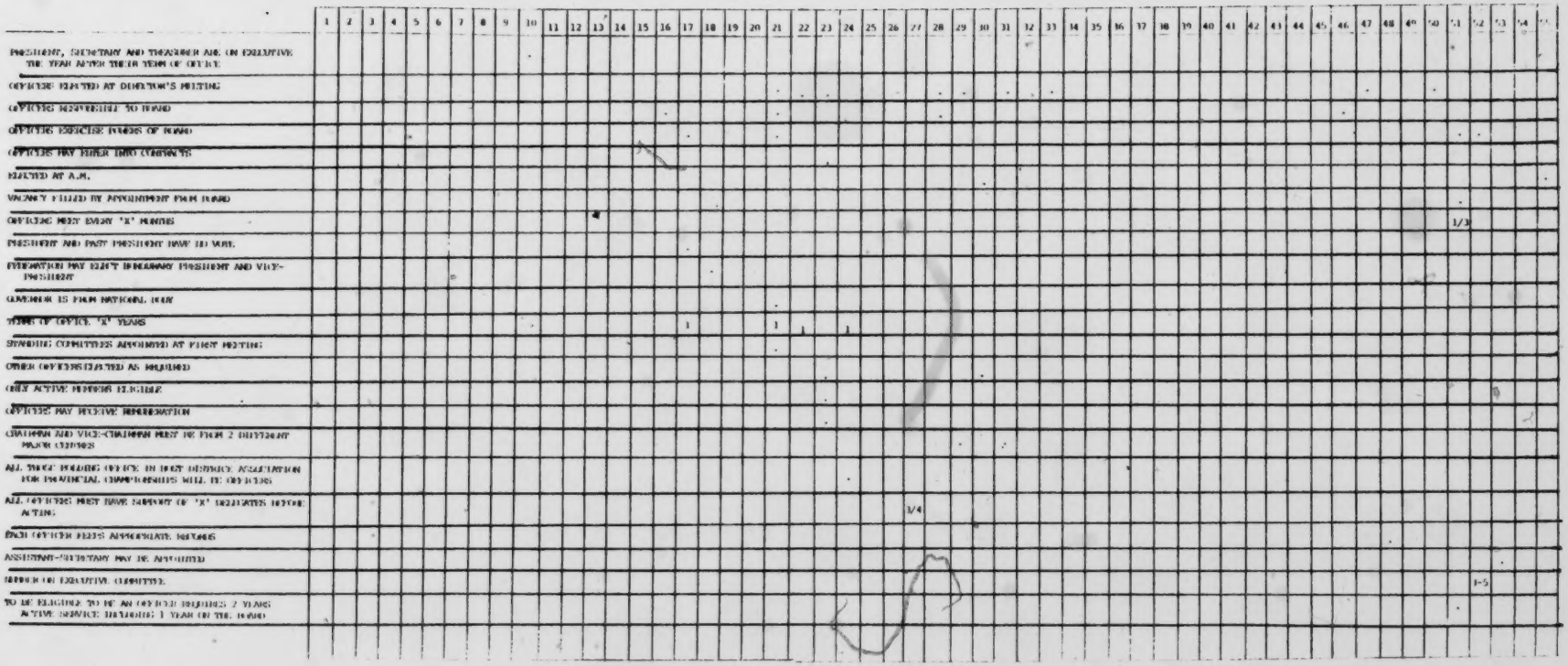

PRESIDENT, SECRETARY AND TREASURER ARE ON EXECUTIVE THE YEAR AFTER THEIR TERM OF OFFICE
OFFICERS ELECTED AT DIRECTOR'S MEETING
OFFICERS RESPONSIBLE TO BOARD
OFFICERS EXERCISE WISHES OF BOARD
OFFICERS MAY HOLD TWO OFFICES
ELECTED AT A.M.
VACANCY FILLED BY APPOINTMENT FROM BOARD
OFFICERS MEET EVERY "X" MONTHS
PRESIDENT AND PAST PRESIDENT HAVE NO VOTE
FEDERATION MAY ELECT HONORARY PRESIDENT AND VICE-PRESIDENT
GOVERNOR IS FROM NATIONAL BODY
TERMS OF OFFICE "X" YEARS
STANDING COMMITTEES APPOINTED AT FIRST MEETING
OTHER COMMITTEES AS REQUIRED
ONLY ACTIVE MEMBERS ELIGIBLE
OFFICERS MAY RECEIVE REMUNERATION
CHAIRMAN AND VICE-CHAIRMAN MUST BE FROM 2 DIFFERENT MAJOR CENTRES
ALL THOSE HOLDING OFFICE IN HOST DISTRICT ASSOCIATION FOR PROVINCIAL CHAMPIONSHIPS WILL BE OFFICERS
ALL OFFICERS MUST HAVE SERVED OR "X" SECRETARIES BEFORE ACTING
EACH OFFICER NEEDS APPROPRIATE SKILLS
ASSISTANT-SECRETARY MAY BE APPOINTED
MEMBER OF EXECUTIVE COMMITTEE
TO BE ELIGIBLE TO BE AN OFFICER REQUIRES 2 YEARS ACTIVE SERVICE INCLUDING 1 YEAR ON THE BOARD

TABLE 30 (CONT'D)

OFFICERS OF THE ASSOCIATION

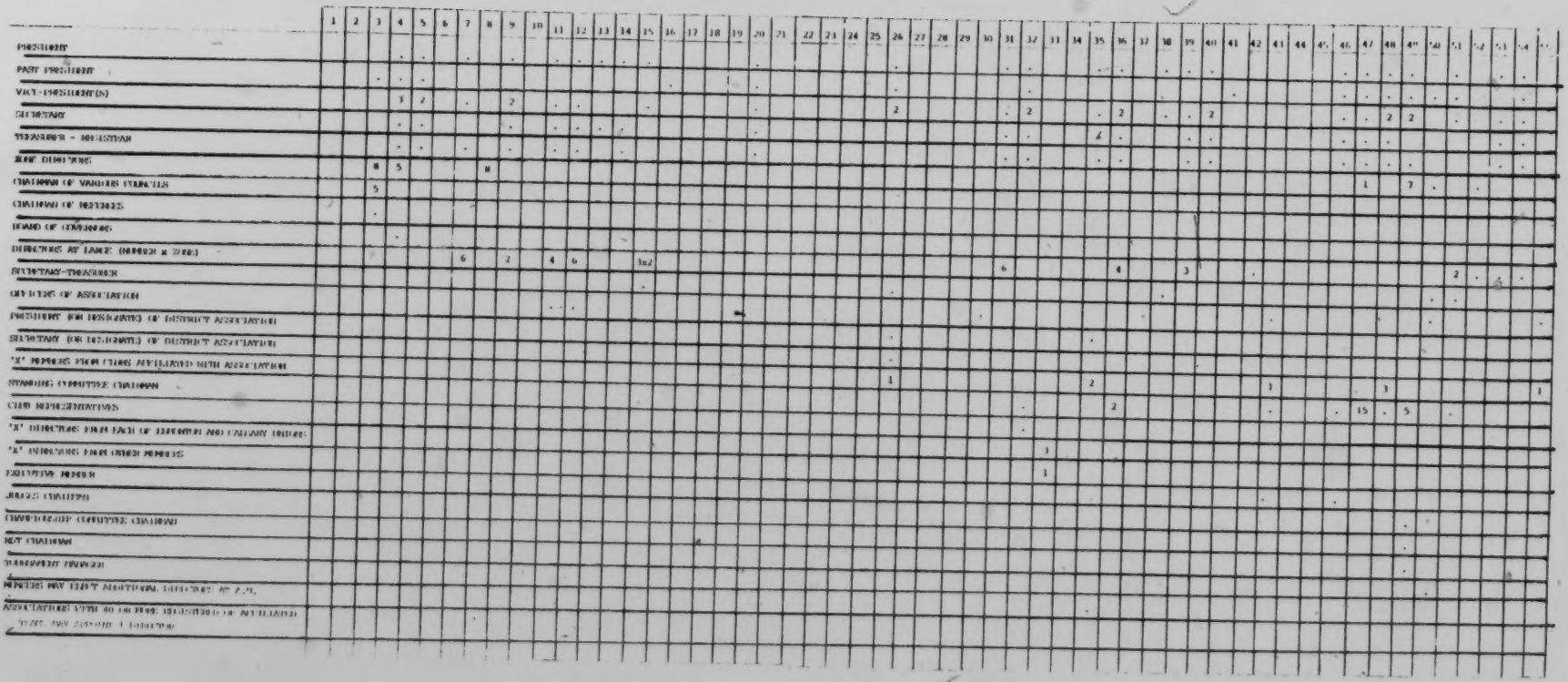
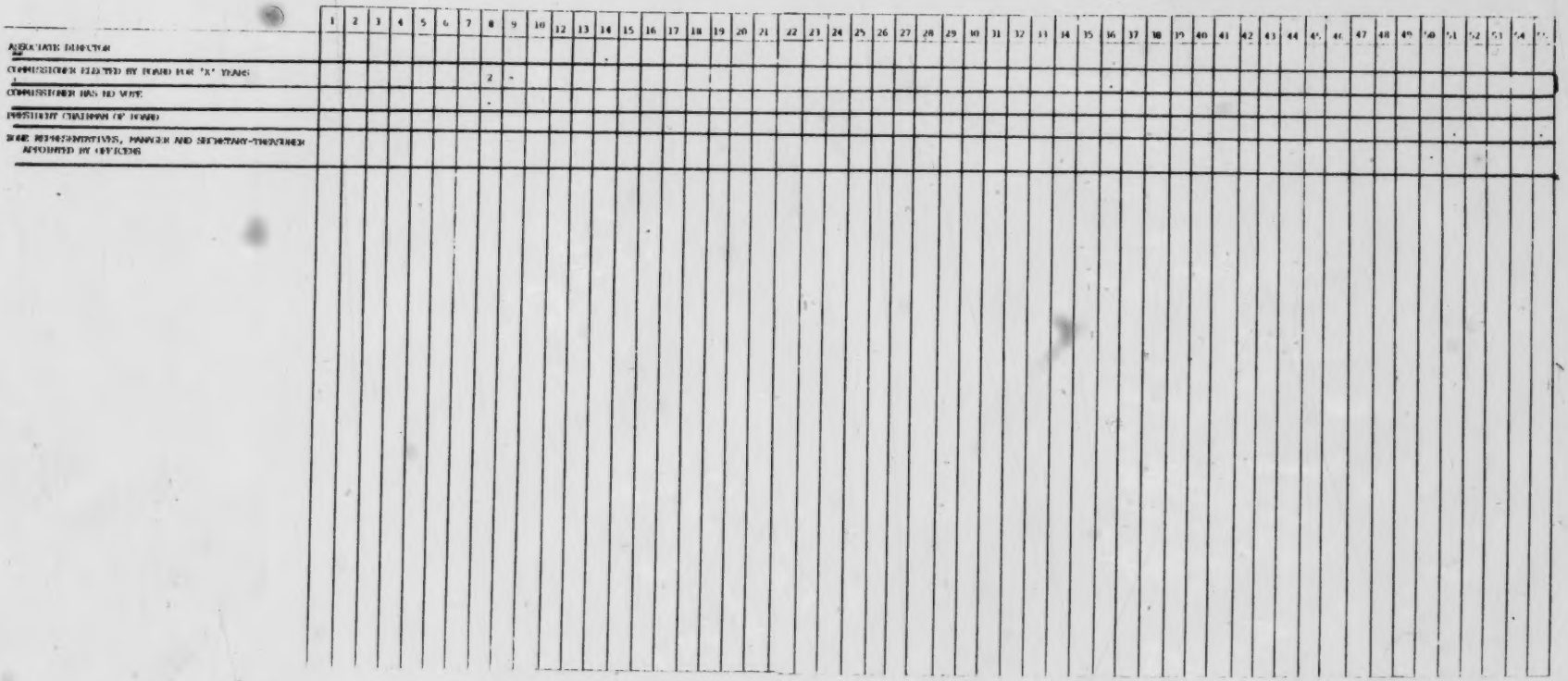


TABLE 30 (cont'd)

OFFICERS OF THE ASSOCIATION



Golf Association, Alberta Branch.

Some areas in this examination of the quantitative tabulation of the by-laws of the fifty-five Alberta amateur sport associations have been either treated very superficially or have been omitted completely. Such a strategy is not meant to detract from the importance of any portion of the by-laws area but since alternate strategies for each portion of the Societies Act of Alberta as they relate to amateur sport associations will be presented in Chapter V, it was deemed unnecessary to be in this chapter.

IRREGULARITIES IN AND CLARITY OF THE BY-LAWS

In the ensuing pages an examination of the by-laws will be undertaken to identify any irregularities or contradiction in the by-laws or any statements or group of statements in any by-laws that might lack the necessary clarity so that they can be easily understood by any lay person who might become involved in the administration of an amateur sport association.

MEMBERSHIP

When outlining the types of membership that an association offers it is wise to clearly distinguish the different categories - not only the qualifying requirements for membership but also the name of each type of membership should be clearly distinguishable from the other types. Most associations satisfied this recommendation. The Alberta Amateur Speed Skating Association, however, indicated it had two types of membership but proceeded to describe three:

> There will be two classes of membership - Association Member Clubs and Affiliate Members, hereinafter referred to as Association Members.
> (1) Association Member Clubs . . . , hereafter referred to as Member Clubs
> (2) Affiliate Association Members . . . , hereafter called Affiliate Members . . .
> (3) Club Members, - all participating speed skaters and Association Members in good standing who are members of the clubs described in (1) above - hereafter referred to as Club Members (n.d., p. 1).

Not only did the association outline three membership categories, it also confused matters somewhat by creating "Member Clubs" and "Club Members" - two very similar terms used to identify two different categories of membership.

SUBSCRIPTION OR MEMBERSHIP FEE

The major concern in the area of subscription is whether the exact membership fee should be itemized in the by-laws. There were fifteen associations that included such statements in their by-laws. By assuming such a strategy in their by-laws, the associations have required more work of themselves for if they wish to increase or decrease their subscriptions or fees they will be required to amend their by-laws. Conversely, if the fifteen associations had structured their by-laws as most of the other associations had done and had required in their by-laws that the Board of Directors establish the fees annually with the approval of the membership at the Annual Meeting, they would not have been required to alter their by-laws every time their fee structure was modified.

The Alberta Cricket Association indicated in their by-laws that all fees were to be due on January 1st and at the same time each club

should forward to the Association's Secretary-Treasurer a list of all registered players and their addresses. There is nothing constitutionally wrong with this request, but considering that the cricket season occurs during the late spring, summer and early fall, surely a January list of registered players would be either somewhat out of date or somewhat premature. Possibly it would be more prudent to request this information at the commencement of the season.

ANNUAL MEETINGS

The proposed dates for Annual Meetings were provided in more or less specific time frames. Many associations indicated that their Annual Meeting should be held within the time frame of a couple of weeks or even on a certain weekend. However, the Alberta Cricket Association stated that: "This society shall hold an annual meeting on or before the 30th of November in each year . . . " Similarly, the Alberta Ladies Lawn Bowling Association indicated that their Annual Meeting should be held before the 1st of November. If these and similar associations could indicate the time of their meeting more specifically - during a particular month or even a particular two week period - the membership would quickly become accustomed to when the Annual Meeting would be held and plan accordingly.

QUORUMS FOR MEETING OF MEMBERS

The Alberta Section of the Canadian Amateur Diving Association required a simple majority to form a quorum. However, the Diving Association did not indicate whether the simple majority was to be of the total membership of the association or of those members registered

and eligible to vote at a meeting. The Alberta Table Tennis Association in its by-laws stated that those members present, regardless of number, at any meeting would constitute a quorum.

In complete contrast to these requirements was the policy of the Canadian Figure Skating Association, Alberta Northwest Territories Section. It stated very specifically how a quorum was to be determined:

> A quorum at an Annual General Meeting or General Meeting shall consist of the Chairman or Vice-Chairman (1) and two other members of the executive committee and delegates from five clubs or representation by delegates and proxies from 25% of the number of clubs in the Section, whichever is greater, but in any event, not less than five (5) delegates (n.d., p.5).

The varying extremes regarding specificity for the determination of quorums is represented in the examples. However, it is suggested that an association should not be so liberal as to allow just any number of members at a meeting to form a quorum, but at the same time it need not be so restrictive and unrealistic in its requirements as to threaten the possibility of a quorum not being met and thus the affairs of the association not being transacted if the association is genuinely and actively pursuing its goal.

VOTING

There were few contradictions or irregularities in the sections of the by-laws of the associations considering 'Voting'. Whether the voting policies of each association are as effective as they might be is a fact that could only be determined after direct observation of an association and this investigative strategy is not within the purview of the study. However, the Alberta Section of the Canadian

Amateur Diving Association in 'Exhibit B' of its by-laws could have expressed voting procedures more clearly. The structure of the two voting statements and their proximity to each other served to highlight an apparent ambiguity:

> 1. Each Affiliated Club is entitled to two (2) votes at a meeting of the (A.S.) C.A.D.A. An Associate Member is not entitled to vote (n.d.).

Then in the next statement it stated:

> 2. Unless a closed vote is called for, all persons attending the meeting may vote (n.d.).

In the first statement it was outlined who was entitled to vote, then in the second statement it was indicated that anyone may vote provided a closed vote is not called for.

The associations utilized two strategies to break tied votes Some associations provided the President or Chairman with a second vote to break ties. Other associations only provided the President or Chairman with a vote in the event of tied votes and then he/she cast the deciding vote.

The Alberta Weightlifting Association, in its by-laws presented a minor contradiction in voting procedures. Under the heading of 'Voting' it was stated that in the event of a tie vote, the Chairman shall have the tie-breaking vote. Then, under the 'Nominations an Elections' heading it was stated that the Past-President would cast the vote to break any ties that occur. If speculation is in order, what the association probably meant was that in the event of a tie vote during the elections of the personnel of the association the Past-President would cast the tie-breaking vote. Conversely in all other matters the responsibility for casting a tie-breaking vote would rest with the Chairman. If this was the intent of the two

statements, they should have been presented more explicitly.

TERMS OF OFFICE OF THE BOARD

Many associations have staggered terms of office of their boards to ensure a more effective transition between new and old officers of the board. The Alberta Field Hockey Federation utilized this strategy, but in attempting to enact this principle it created a contradiction in its by-laws. Firstly, the association stated that each director should be elected to hold office until the second Annual Meeting after he had been elected or until his successor had been elected or appointed. Then, in the very next sentence of its by-laws the association stated: "The whole Board shall retire at each Annual Meeting, but shall be eligible for re-election if otherwise qualified" (n.d., p. 3).

FISCAL YEAR OF THE ASSOCIATION

The Alberta Racquetball Association in its by-laws possessed a minor contradiction in this category. Under the heading of 'Membership' it stated that the fiscal year of the Association was from January 1 to December 31. However, at the conclusion of its by-laws it contained the heading 'Fiscal Year' and under this heading it was stated: "The fiscal year of the Association shall terminate on a day in each year to be fixed by the Board of Directors . . . " (n.d., p. 8).

This contradiction, together with the previously mentioned contradictions, may seem to be insignificant and their presence in the by-laws may never seem to threaten the smooth functioning of the association. Unfortunately similar contradictions or ambiguous statements

can lead to wasted effort and time as the executive or membership of an association attempt to rectify the contradictions and ambiguous statements so the operating procedures of the association are as effective as possible.

CLARITY OF THE BY-LAWS

In general, most of the by-laws of the associations were clear and succinct and none was overburdened with legal jargon. However, the by-laws of many associations could have been expanded to consider in greater depth the areas concerned with the duties of officers of associations and the roles of committees and their chairmen. The variation in these two areas of the by-laws was extreme.

For example, the Alberta Squash Racquets Association said very little about the duties of officers and nothing about the presence and roles of different committees. Conversely, the Alberta Soccer Association and the Canadian Amateur Swimming Association - Alberta Section presented in great depth all areas of operation of their association. This coverage was so complete that any new volunteer administrator would only have to read the by-laws of the association to determine how the association was to be managed and, more importantly, what was expected of him/her in his/her administrative role.

As a result of the examination of these tabulations, it has become evident that every association is unique in its purpose and the management strategies that it attempts to utilize to achieve its stated purpose. In many by-laws these uniquenesses are not fully portrayed and thus their operating procedures seem somewhat deficient.

From the information gathered in Chapters II, III, IV and other resource material a number of interesting observations may be made. Firstly, after reviewing the legislation it was apparent that each government's approach to the incorporation of nonprofit organizations varied - the legislation supplied varied in its depth of coverage and clarity of presentation. Secondly, the review of all the supplementary material in Chapter III indicated that there was very little helpful material readily available to associations developing or maintaining their constitution and by-laws.

The review of the fifty-five constitutions and by-laws of the Alberta amateur sport associations revealed some interesting facts. It was apparent that each association had a specific purpose and therefore a unique constitution and by-laws. However, associations should be made more aware of this fact and adjust their procedures and management styles to reflect their uniqueness. Also the apparent stereotyping of a number of constitutions and by-laws reflected a lack of individuality and preparation on the part of some associations when developing or reviewing their constitution and by-laws. Despite these failings on the part of some associations, many valuable strategies emerged from the review in Chapter IV.

Therefore, using the nine Articles outlined by Robert, as it is the most utilized reference by Alberta amateur sport associations, as the basis for effective constitution and by-laws development (Robert's Rules of Order, 1970, p. 479 - 487) and by supplementing these strategies with alternate strategies identified in Chapters II, III, and IV, Chapter V contains a series of guidelines and suggested

strategies that may be used by an amateur sport association when developing and/or maintaining a constitution and by-laws.

CHAPTER V

INTRODUCTION

The purpose of this chapter is to provide an amateur sport association that is contemplating the development or review of its constitution and by-laws with guidelines and alternate strategies that might assist the association improve its operating procedures. These guidelines and strategies will be sport orientated but most of the guidelines and strategies can also be applied to other types of nonprofit organizations. These guidelines and suggested strategies were developed by using a number of sources. First, the requirements of the legislation, in particular the Societies Act of Alberta, were considered. Second, all the strategies suggested in the supplementary material and the fifty-five constitutions and by-laws of the amateur sport associations in Alberta were examined. Finally, the nine Articles mentioned in Robert's Rules of Order as a basis for the guidelines in this chapter were used but they were expanded into sixteen Articles in an attempt to better address the needs of amateur sport associations. Robert's Rules of Order was used as the basic reference over Bourinot's Rules of Order and Deschler's Rules of Order for the simple reason that it is the most widely accepted 'Rules of Order' manual among Alberta amateur sport associations. These guidelines and strategies were devised on the assumption that the associations under consideration

are to be provincial in scope and may or may not be affiliated with other provincial or parent associations.

The initial question that must be asked when developing or revising constitutions and by-laws is: Why should an organization have a constitution and by-laws and become incorporated? The obvious answer to the question is that the by-laws state the procedure by which the organization is to be managed and thus the by-laws facilitate the effective operation of the organization. Further, Lewis Deschler in Deschler's Rules of Order outlines other important considerations:

> A membership organization enjoys many advantages through incorporation. In the first place, it becomes a legal entity, which can sue and be sued in its corporate name. In addition, the existence of a membership organization in the corporate form may be perpetual, and is not dependent on the lifespan of those persons who created it (1976, p. 32).

and,

> No member of a society is, in his individual capacity, liable for a debt or liability of the society (Societies Act of Alberta, 1971, p. 4).

In Sturgis Standard Code of Parliamentary Procedure further support is given to the case for the creation of a Constitution and By-laws:

> The function of the constitution or of the by-laws of an organization is to define the privileges received and the duties assumed by the members and to set up the framework of the organization. An organization has the right to adopt such constitution and by-laws as the members may agree upon, so long as they are not contrary to public policy or to the law (Sturgis, 1950, pp. 91-92).

In addition to these advantages, many granting agencies require an association to have by-laws and be incorporated before they will be considered for funding. For those associations which receive funding from sponsoring agencies (e.g., the Government of Alberta), they find themselves more accountable for their actions and programs and, therefore, they are very often also required to submit an annual report and an audited financial statement to the sponsor.

Before proceeding, the distinction between a constitution and by-laws should be clarified and the strategy that will be utilized in this chapter with regard to the use of both terms will be explained. The present concept of a constitution is that it is a "statement of the basic principles and structure of an organization" (Sturgis, 1950, p. 244). The by-laws are the operating procedures of the association. The constitution is a permanent document which is rarely, if ever, amended as opposed to the by-laws which are more readily amendable. However, many associations are combining their constitution and by-laws into one document.

> In an incorporated society there generally should not be a constitution separate from the by-laws, since in such a case the constitution would duplicate much of the corporate charter (Robert, 1970, p. 11).

Therefore, the strategy of combining the two documents will be utilized in this chapter and as a result, the articles usually confined to the constitution will be considered as parts of the by-laws (e.g., name of the association and its goals or objectives). Consequently, the term 'constitution and by-laws' will be no longer used but rather just 'by-laws'.

DRAFTING THE BY-LAWS

Once a group of individuals has combined to form an association, there is some major preliminary work that should be carried out before the by-laws are actually drafted.

> The first duty of a committee appointed to draft a constitution and by-laws is to make certain that the committee members understand thoroughly the purpose and the plans for the proposed organization (Sturgis, 1950, p. 91).

To ensure this thorough understanding, the committee should consult with the national and other provincial bodies of the sport, if they exist, to determine their objectives, policies, plans and purposes. It is hoped that these associations would supply all pertinent information, including their by-laws, to the developing association.

While examining this material, the committee should specifically identify its own objectives and then consider every possible structuring alternative open to it in respect to its own incorporation. The committee may find that there are other associations within the province that have a similar purpose or objective and that it may prove more beneficial for the associations if they combined to form a federation as the Alberta Federation of Shooting Sports has done. By assuming this structuring strategy, a federation could work as a united entity for the benefit of all within the province interested in a particular purpose (e.g., pistol shooting and clay pigeon shooting, etc.).

Another strategy when incorporating would be to affiliate with the parent or national body and thus be eligible for the various types of assistance directly from the parent organization and indirectly from the Federal and Provincial Governments. Some sport

associations in Alberta that have become affiliated with their national counterparts are netball, swimming and synchronized swimming, figure skating, ladies golf, skiing, water skiing and diving, etc.

The people who form the committee to draft the by-laws should be genuinely interested in the organization and should be prepared to sacrifice much time while drafting the by-laws. If possible, it would be advantageous to have someone on the committee who either has had previous experience drafting by-laws or who has a legal or parliamentary background.

The language used in the presentation of the by-laws must be simple and succinct. This fact is emphasized in Robert's Rules of Order.

> The composition of by-laws is somewhat different from ordinary expository writing, in that it places greater demand on a "tight" clarity and precision in word choice, sentence structure, and punctuation . . . Indisputability of meaning and application is a more important consideration than "readability", and the latter must be sacrificed when both cannot be achieved (Robert, 1970, p. 477).

Every sentence must be complete in itself so that, if taken out of context, it will not have an alternate or ambiguous meaning (Robert, 1970, p. 478).

Once the preliminary draft of the by-laws has been drawn up, the task of the committee is far from complete. This draft must be reviewed by the total membership of the association or at least the committee in total to determine any overlap among the different aspects of the by-laws and to expose any deficiencies in each item

of the by-laws. The committee must continue to refine the by-laws until they are judged as appropriate as possible for the association.

CONTENTS OF THE BY-LAWS

The actual format of the by-laws varies from reference to reference. Robert's Rules of Order suggests that each major heading should be classified as an 'Article' and each subheading should be called a 'Section' (1970, p. 479) and Sturgis' Standard Code of Parliamentary Procedure is of a similar opinion (1970, p. 92). Section 6 of Schedule B of the Societies Act of British Columbia adopts a different approach - it classifies each major heading as a 'Part' and each subheading is numbered consecutively (e.g., Part 1 - Interpretation, 1-2; Part 2 - Membership, 3-9) (Government of British Columbia, 1977, pp. 41-42). Deschler's Rules of Order assumes a similar format to Robert and Sturgis, however he does not classify each subheading under an Article as a Section. Rather, they are enumerated (Deschler, 1976, p. 52).

The guidelines and suggested strategies that follow adopt the basic format suggested in Robert's Rules of Order. However, the number of Articles and their subheadings have been expanded to encompass additional strategies that were identified during the review of the constitution and by-laws of the registered provincial amateur sport associations of Alberta.

The following sixteen Articles are included:

Article I	Name of Association
Article II	Object/s of Association
Articles III	Membership in Association
Articles IV	Meetings of Association

Article V	Quorums at Meetings of Association
Article VI	Voting
Article VII	Directors of Association
Article VIII	Election of Officers
Article IX	Officers of the Association and Their Duties
Article X	Finances of the Association, Including Audit
Article XI	Borrowing Powers of Association
Article XII	Seal of Association
Article XIII	Committees of Association
Article XIV	Conduct of Affairs (i.e. meeting management)
Article XV	Amendments
Article XVI	Liquidation and Dissolution

Each of the Articles will be examined independently. There will be a discussion of each suggested strategy or strategies as a part of each Article and then a hypothetical example of the contents of the Article or Section will be presented.

ARTICLE I NAME OF THE ASSOCIATION

The requirements that must be honoured when selecting a name for a sport association are that the name of the association must reflect the area of operation of the association and the type of sport involved. Once the name has been chosen, it must be submitted to the Department of Consumer and Corporate Affairs to ensure that the same name or very similar name had not been previously chosen by another association.

An abbreviation of the full name of the association should also be submitted so that it can be utilized in the by-laws and so that it will readily be identified as the association. Try to

keep the proposed name simple and short.

EXAMPLE

> SECTION 1. The name of the Association will be Alberta Race Walking Association, also to be known hereafter as the Association or A.R.W.A.

(N.B., The name, Alberta Race Walking Association, was selected as a hypothetical name for a sport association as no such association is incorporated with Consumer and Corporate Affairs or is on record with the Sports and Fitness Section of the Department of Recreation Parks and Wildlife of the Province of Alberta).

ARTICLE II OBJECTS OF THE ASSOCIATION

This Article shall clearly express the intent and/or purpose(s) of the association. Therefore, the Article should designate the type of people it wishes to attract as members and the service(s) the association will provide. The object(s) of some associations can be expressed in one or two sentences while the objects of other associations may require a far more extensive statement.

EXAMPLE

> SECTION 1. The object of the Alberta Race Walking Association is to promote the participation in and the enjoyment of race walking within Alberta.

It must be remembered that both Articles I and II may be omitted from the by-laws of incorporated associations as this material is also required on the application for incorporation. However, even if Article I and II are not required in the by-laws of incorporated associations, it is suggested that they be included as they give direction and meaning to the remainder of the by-laws.

ARTICLE III MEMBERSHIP IN THE ASSOCIATION

Associations exist for their members, therefore the contents

of this Article will provide as many suggestions and alternate strategies as are deemed necessary to assist sport associations.

The first concern is the different classifications of membership. Each association must adopt a classification system that best suits its objects. No regulations exist concerning the terms used to describe the types of membership. Several examples of the types of membership are as follows - Active, Full, Associate and Affiliated Members, Member Clubs, Honourary Life Members, Sustaining Members, Life Members, Industrial Members and Junior Members.

Many provincial sport associations, both individual and team sports, provide both individual and club memberships but base their provincial structure on participating clubs throughout the province.

TYPES OF MEMBERSHIP

The most common types of membership are:

1. "Active" or "Full" members.

This category is usually reserved for those people who are active participants in the sport. Also qualifying for this category may be those people who occupy administrative, official or coaching positions in the association. If an association chooses to utilize this category of membership, the association must clearly define all the eligibility requirements necessary to qualify for this membership category (e.g., any age limitations, residential requirements, frequency of participation, etc.).

EXAMPLE

Section 1. Active Members

(a) Any individual who competes regularly for a club within the geographical boundaries of the Province of Alberta is eligible to be an Active Member.

(b) These individuals must be registered with an affiliated club within the Province.
(c) Any individual who is associated with an affiliated club in an administrative, coaching or official capacity is eligible for Active membership.

2. "Associate" members.

This category usually includes those people who have a genuine interest in the programs and progress of the association but who are not active participants or actively involved in the functioning of the association (e.g., interested business, affiliated organizations, etc.). An association may or may not extend full or partial voting privileges to associate members.

3. "Affiliated" members.

When an "Affiliated" member is defined as an explicit member category in addition to an "Associate" member category, its definition varies greatly. The Alberta Women's Field Hockey Association, for example, classifies an "Affiliate" Member as:

> . . . any such members of recognized Societies, corporations, and community associations which have paid the Affiliated fee . . . No member who meets the qualifications of a Playing member may be admitted to membership in this category (n.d., p. 2).

whereas in the Alberta Gymnastic Federation, Affiliate Members are:

> . . . those persons who are members of the Canadian Gymnastic Federation and who are not associated or affiliated with any member club (n.d., p. 4).

Thus, there appears to be no common definition or consistent criteria used to identify Affiliated Members. It is suggested that each association identify the different categories of individual

membership that will best serve its purposes and then define succinctly the criteria for membership of each category and the privileges provided to each type of member.

4. "Life" Members.

This category usually includes all "Active" or "Full" Members of the association who choose to pay a predetermined sum of money to prepay their membership in the association for the rest of the life of the member or for a certain number of years, usually at least fifteen years.

Usually, "Active" or "Full" Members and "Life" Members are provided full voting privileges and all the other benefits and privileges provided members of the association.

EXAMPLE

> Section 4. Life Members
> Any Active Member is eligible to be a Life Member upon payment of a single contribution to the Association to further the aims and objects of the Association. The size of such a contribution that will merit Life Membership will be determined by the Board of Directors from time to time.

5. "Honourary Life" Members.

Many associations have the proviso in their by-laws to allow them to appoint some person, not necessarily a member, an Honourary Life Member in the association. Such an appointment is usually to recognize outstanding and/or prolonged service to the association or the sport or a generous benefactor for continued support of the association. The by-laws should outline the procedure for conferring Honourary Life Membership, the number that may be conferred each year, the criteria that qualify an individual for selection and the rights and privileges of Honourary Life Members. Generally,

Honourary Life Members receive all the privileges available to "Active" or "Full" Members except that they may not be extended voting privileges.

EXAMPLE

Section 5. Honourary Life Members

(a) Upon the signed recommendation of one member, seconded by another member, and by a three-fourths vote by ballot at the annual meeting, Honourary Life membership can be conferred upon an adult resident of Alberta who shall have rendered notable service to the Society. An Honourary Member shall have none of the obligations of membership in the Society, but shall be entitled to all of the privileges except those of making motions, of voting, and of holding office (Robert, 1970, p. 490).

(b) A maximum of two such appointments may be made each year.

6. "Sustaining" and "Industrial" Members.

These types of memberships are usually retained for those types of individuals who do not participate in the sport but who actively support the association financially. A "Sustaining" member would usually be an individual contributor and an "Industrial" member would usually be a business concern, whether large or small, that contributes to the association by means of a cash donation or goods or services.

7. "Junior" Members.

Juniors are usually classified as those participants in a sport under a specified age (e.g., eighteen). Junior Members of the association may not be provided with all the rights and privileges of "Active" or "Full" Members.

EXAMPLE

Section 7. Junior Members.
An individual under the age of eighteen

years who competes regularly for a club within the geographic boundaries of the Province of Alberta shall be classified as a Junior Member. Although classified as a Junior Member, such individuals shall be liable for the same fees as an "Active" or "Full" Member.

8. Member Clubs.

Many provincial sport associations are composed of clubs of participants located throughout the province. Clubs are usually populated by "Active" or "Full" and "Associate" Members and the membership of these clubs select or elect members (e.g., two or three members) to represent them on the provincial association. The clubs usually administer the affairs of the association in their area or locale but are responsible to the provincial association for provincial matters.

EXAMPLE

Section 3. Member Clubs.
Any group of not less than five individuals that is registered with the provincial association and that has as its objective the development of race walking in Alberta may be classified as a Member Club.

APPLICATION FOR MEMBERSHIP

Once the categories of membership have been outlined, it is necessary to determine how a member may apply for membership. The normal procedure is for a prospective member to apply in writing to the association. An association may even require that the application be accompanied by the signatures of a mover and a seconder who are members of the association. The application may then be submitted to the executive for approval or rejection. Should the application be approved, the new member must then pay his dues and he will be eligible to receive the benefits of the association. Other

associations may choose more or less stringent procedures before new members are admitted to their associations.

EXAMPLE

> Section 6. Application for Membership. Any person may apply in writing to the Board of Directors for membership in the association and upon approval by the Directors and payment of fees shall become a member.

MEMBERS IN GOOD STANDING

Associations would be wise to include in their by-laws the criteria for how and when a member qualifies as a member in "Good Standing". This precaution will help avoid arguments by members when members wish to exercise their rights and privileges.

To be of "Good Standing", it is suggested that a member should satisfy at least the following requirements:

1. All membership fees must be paid and up-to-date.
2. A member must not have violated any of the by-laws of the association, and
3. A member must not have committed intentionally any act that is detrimental to the existence of the association.

Some associations may also want to require that a member must participate in some capacity related to the association on a regular basis to be of "Good Standing".

EXAMPLE

> Section 7. Good Standing.
> (a) Any member of the Association shall be held in "good standing" if he or she has paid the respective fees for the current financial year of the Association.
> (b) Any member of the Association who is found guilty of intentionally violating the Constitution or By-laws shall no

longer be considered to be of good standing.

WITHDRAWAL FROM MEMBERSHIP

It is suggested that the procedure used by a member to withdraw from an association should vary little, if any, from association to association. The member should submit his intention to withdraw in writing to the President or Secretary of the Association. The withdrawal should be effective upon the receipt of the resignation notice by the President or Secretary.

Also included in the provisions for withdrawal should be a statement that even though a member withdraws from an association, he is liable for all his debts with the association. Finally, it should be noted in the provision for withdrawal that, once a member has withdrawn from the association, he loses all rights and privileges of a member of the association.

EXAMPLE

Section 8. Withdrawal from Membership.

(a) Any person may withdraw from the Association by submitting his intention to withdraw in writing to the President or Secretary of the Association or by mailing such notice to the registered address of the Association. Such withdrawal shall take effect upon receipt by the Association of such notice.

(b) A person who withdraws is still liable for any debts to the Association but shall not be entitled to any of the privileges offered by the Association.

SUSPENSION OR EXPULSION FROM MEMBERSHIP

It is hoped that an association should never have to exercise such drastic measures as the suspension or expulsion of a member. However, it is essential that provisions for these measures should be made in the by-laws.

It is the responsibility of each association to determine what actions warrant suspension and those actions which merit expulsion. One obvious example that warrants consideration as a criteria for suspension or expulsion is the failure of a member to pay his membership fees. Most associations allow members at least one or two months grace after the expiration of the membership year to pay their fees. If after this period of grace the fees are still not paid, the member may be suspended from the association until he pays his fees. Some associations may deem it necessary to expel a member if the fees are still not paid four to six months after the membership deadline. If an association does provide for the expulsion of a member for failure to pay fees, the association must make provision in its by-laws for how expelled members may regain their membership - must they apply to the association as a new member or may they just pay the fees and be readmitted.

It is recommended that any action by a member which contravenes the by-laws but is unintentional should result in suspension of a member for a designated period of time, depending on the severity of the offence. Alternately, the association may choose to fine a delinquent member rather than suspending the member. However, such action must comply with Section 23(i) of the Societies Act of Alberta.

> A society may by its by-laws impose a fine of not more than five dollars on a member contravening a by-law of the society (1971, p. 5).

In case of repeated contraventions against the by-laws or intentional acts committed by a member which are detrimental to the

good name of the association, expulsion should result. Expulsion may also result when a member continually fails to carry out his duties or recognize his responsibilities in the association.

The suspension or expulsion of a member of an association is a grave matter and should be treated with the appropriate concern by all parties involved in the decision. Any suspension or expulsion is usually imposed by the executive of an association but such action should be ratified by the membership of the association at the next General Meeting or a Special Meeting called for such purpose of considering the suspension or expulsion. Most by-laws require a two-thirds to three-quarters majority vote to ratify an expulsion or suspension.

It is recommended that the person who is being suspended or expelled have the right to be present or have someone represent him at the meeting considering his expulsion or suspension.

EXAMPLE

Section 9. Suspension or Expulsion from Membership.

(a) Any member of the Association may be suspended or expelled by a two-thirds affirmative vote of the executive if he or she is found guilty of gross neglect of duty or of behavior that is likely to bring discredit to the A.R.W.A.

(b) The expulsion of any member shall not be valid until confirmed by a two-thirds majority vote of all those present and eligible to vote at a General Meeting of the Association of which prior notice of the proposed agenda was given.

(c) The member who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the General Meeting before the special resolution is put to a vote.

(d) If a member fails to pay his or her annual fees within two months of the beginning of the membership year, such member shall be

suspended until the fees are paid.

(e) The Association has the power to fine members not more than five dollars ($5.00) for any contravention of the by-laws.

MEMBERSHIP FEES

There are various strategies concerning how to determine and administer membership fees. Every association should ensure when developing their by-laws that when they are discussing annual fees, provisions should be made to avoid unnecessary revisions of the by-laws when there is a need to increase the fees. To overcome this problem, have the by-laws state that the Board of Directors will establish the fees structure from year to year subject to the approval of the membership at the Annual General Meeting.

Conversely, an association may decide to specify a specific membership fee in their by-laws. Such a statement will require an amendment to the by-laws every time the fee structure is altered. If the specific fee structure strategy is adopted by an Association, the level of fees for all classes of membership should be included in the by-laws.

When drafting the by-laws, it must be made abundantly clear when the annual fees are due, the date after which a member will face suspension for not paying his fees and the date after which a member will be expelled from the association for not paying his fees.

An association may feel that the matter of membership fees is important enough to warrant a separate Article in the by-laws. Otherwise, membership fees can be incorporated into the Article on Membership.

EXAMPLE

Section 10. Membership Fees.

(a) The fees for the respective classes of

membership shall be decided each year by the Board of Directors, subject to the approval of the membership at the Annual General Meeting.

(b) The membership year of the Association shall be from January 1 to December 31.

(c) Fees for the ensuing year may be paid in advance. If fees have not been paid by March 1, such member is liable to suspension until those fees are paid. If the fees are not paid by May 1, the member shall be expelled.

LIMITATION OF LIABILITY OF MEMBERS

The last section of the Article of the by-laws considering Membership should concern the liability of members of an incorporated society. It states in Section 21 of the Societies Act of Alberta that:

> No member of a society is, in his individual capacity, liable for debt of liability of the society(1971, p. 4).

Since this is specifically stated in the Societies Act, it is not necessary to include a similar statement in the by-laws of an association, but by including this statement or a similar statement in the by-laws, the members of the association will realize that they will not be held liable for the matters of the association.

EXAMPLE

> Section 11. Liability of Members. No member of the Association is, in his individual capacity, liable for any debt or liability of the Association.

ARTICLE IV MEETINGS OF THE ASSOCIATION

As in nearly all the Articles of the by-laws, there are many strategies that might be adopted by an Association when considering meetings. Hopefully, the strategies adopted by an Association will reflect the needs of the Association. Such questions must be

asked as: When is the best time of the year to hold the Annual General Meeting? How often should General Meetings be held? and when and how may a Special General Meeting be called?

ANNUAL GENERAL MEETING

There are a number of possibilities when an Annual General Meeting can be held. Some associations prefer to hold their Annual General Meeting shortly before the commencement of the season of the particular sport. By holding it prior to the season, it is believed that the Annual General Meeting will bring the association together and generate renewed enthusiasm for the association and the sport. Others have their Annual General Meetings at the end of the season so it serves as a culmination to the year's events. Still other associations hold their meetings near or at the end of the financial year of the association so the financial statements of the association can be presented or approved.

Once an association has decided what time of the year will be most realistic for holding its Annual General Meeting, the association must then be as specific as possible as to when the meeting will be held. Some associations may be able to name the specific day on which they will hold their meeting (e.g., the second Saturday in January) while others will be content to just identify a two-week span during which the meeting will be held.

Sufficient notice of the date and agenda of the Annual General Meeting must be given to all members. The most frequent length of time required for notice prior to an Annual General Meeting is twenty-eight (28) days; however, the range is between twenty-one (21) and thirty (30) days. In addition to providing the notice

of the meeting, the association may require a similar period of time for any proposed notices of motion that will be considered at the Annual General Meeting. Most associations stipulate that a notice of motion from the membership must be received by the Secretary forty (40) days prior to the Annual General Meeting so it can be deemed acceptable under the by-laws and included on the agenda of the Annual General Meeting that will be circulated twenty-eight (28) days before the meeting.

AGENDA FOR THE ANNUAL GENERAL MEETING

It is recommended that all associations should include in their by-laws a proposed agenda format for their Annual General Meeting. Sources vary in the extensiveness of their proposed agenda.

Robert's Rules of Order suggested the following agenda format:

1. Reading and Approval of Minutes
2. Reports of Officers, Boards, and Standing Committees
3. Reports of Special (Select, or Ad Hoc) Committees
4. Special Orders
5. Unfinished Business and General Orders
6. New Business (1970, p. 300)

Obviously, more specific agenda items such as 'Call to Order', 'Roll Call;, 'Determining Date and Place of Next Annual General Meeting', and 'Adjournment' could be included on a more specific format.

GENERAL MEETINGS OF THE ASSOCIATION

The frequency of General Meetings will vary from one provincial association to another and will be dependent to a great degree on the need for meetings. Some factors that might influence the feasibility of calling frequent General Meetings will be the size of the association (i.e. the total provincial membership), the

membership concentration of the association (i.e. whether the membership is concentrated in one or more areas of the province or relatively equally spread throughout the province), the effectiveness of the Board of Directors and the requirements of the by-laws.

Thus, before specifying in the by-laws that General Meetings as well as Annual General Meetings will be required throughout a year, the people drafting the by-laws should ask themselves the following questions. In addition to the Annual General Meeting, how many General Meetings will be needed? How practical, even if needed, would it be to call a General Meeting? Is it possible that the Officers and/or the Board of Directors could conduct the business of the Association between Annual General Meetings?

A few examples will help to clarify the intent of these questions. It would seem very impractical for an association such as the Alberta and Northern Territories Sport Parachuting Association to hold any more than one General Meeting a year as it would impose a great burden on many of the members to travel the great distance to the site of the meeting. Conversely, the Edmonton Minor Hocky Association is a very active association with its membership concentrated in a particular locale and this enables the members to assemble on a regular basis. There is no right or wrong strategy when determining how frequently an association will meet. Rather, it is the responsibility of each association to determine what is the most suitable strategy for it in attempting to become as effective an association as possible.

The amount of time required for a notice to a General Meeting is usually the same amount of time that is required for an Annual

General Meeting or it may be less time but the format of the agenda is usually very similar. The only major differences from the agenda of an Annual General Meeting would be that the officers and committees would provide interim reports rather than annual reports, an interim financial report would be presented rather than an audited year end financial statement and there would not be an election of officers.

An association can avoid much duplication when outlining the agenda in its by-laws by stating the agenda format for General Meetings and then include in parenthesis the additional agenda items to be considered at an Annual General Meeting.

SPECIAL MEETINGS OF THE ASSOCIATION

Special Meetings of an association are called to deal with urgent business. There are generally two methods by which such a meeting can be called. Firstly, the President or Secretary may call one at his discretion and secondly, a specified number of members or member clubs may request a Special Meeting by submitting a signed petition to the President or Secretary. The required number of signatures should be large enough to reflect the importance of the matter and thus prevent a meeting being convened for some petty matter. If an association is solely composed of member clubs, it is recommended that twenty to thirty percent of the member clubs be required to sign the petition for a Special Meeting. If, on the other hand, the association is composed of individual memberships, a suitable number of signatures for a Special Meeting might be twenty percent.

The reasons for convening a Special Meeting are straightforward:

1) If any business arises which needs the consent of the

general membership to be enacted and which, if not enacted promptly, could be detrimental to the association, a Special Meeting should be called by the President, or in his absence by the Vice-President or the Secretary.

2) If certain member clubs or individual members firmly believe that the executive is not operating in the best interests of the association or that some matter has arisen that needs the consent of the membership, the specified number of members may petition in writing the President or Secretary for a Special Meeting.

Once a petition for a Special Meeting is received, it is the responsibility of the President and Secretary to comply with the request and send notice of the Special Meeting and the proposed agenda to all eligible members.

The amount of time needed for a notice of a Special Meeting varies from association to association. However, most associations require at least twenty-one (21) days notice and some associations require twenty-eight (28) days. It is recommended that associations have a consistent length of time (e.g. twenty-eight days) for a notice to all types of meetings.

It should also be stressed in the by-laws that only the business that is listed on the agenda of a Special Meeting shall be conducted at a Special Meeting, unless unanimous consent is gained for the addition of new business to the agenda.

ADJOURNMENT OF MEETINGS

Associations may wish to include in their by-laws that any

or all types of meetings may be adjourned to a time and place agreed upon by the majority of the people present. This permits an association to continue a meeting at a later date without being required to circulate a new agenda or notice of the meeting. It is also an appropriate strategy if a meeting has gone beyond its announced time of adjournment or the participants at the meeting are not as effective as they might be. Further, it should be specified in the by-laws the maximum length of time that can elapse during which the meeting must be reconvened. If the meeting is not reconvened within the required time, the meeting should be declared complete to the point of adjournment. Many associations favour thirty days as the maximum length of time that can elapse during which a meeting must reconvene.

EXAMPLE

ARTICLE IV - MEETING

Section 1. Annual General Meeting

(a) The Annual General Meeting of the A.R.W.A. shall be held within the first two weeks of October each year.

(b) At least twenty-eight (28) days notice of the Annual General Meeting must be provided to the membership and the place and time must be specified. The proposed agenda must be included with the notice.

(c) This meeting will alternate between Edmonton and Calgary each year.

(N.B., The competitive season for this hypothetical association commences May 1 and terminates on September 30; therefore, the Annual General Meeting serves as a culmination of the year's activities.)

(d) The order of business at the Annual General Meeting shall be:

i. Call to order and roll call.

ii. Reading of minutes of last Annual General Meeting.

iii. President's address.

iv. Financial report and statement.

v. Reports of committees and executive.
vi. Amendments to by-laws.
vii. General business.
viii. Election of officers and/or directors.
ix. Site of next Annual General Meeting.
x. Adjournment.

Section 2. General Meetings.

(a) The Association will convene a General Meeting annually, in addition to the Annual General Meeting.
(b) This meeting will be held in the first two weeks of April of each year.
(c) At least twenty-eight (28) days notice will be given for the meeting to the members. This notice shall include the time and place of the meeting and the proposed agenda.
(d) This meeting will alternate annually between Calgary and Edmonton and will be held in that city which did host the Annual General Meeting the previous year.
(e) The agenda for a General Meeting is the same for the Annual General Meeting except that no annual reports are presented, no auditors report provided or officers elected.

Section 3. Special Meetings.

(a) Special Meetings of the Association may be called by the President or Secretary and shall be called upon the written request of twenty (20) members of the Association.
(b) The membership of the Association shall be notified in writing at least twenty (20) days prior to the Special Meeting of the time and date and the proposed agenda of that meeting.
(c) Only business stated on the agenda shall be undertaken at a Special Meeting, unless a unanimous vote of approval for the addition of new business is given by those present.

Provision should be made in all by-laws to avoid any conflict which might develop when a member or members do not receive notification of a meeting. Accidental failure to notify a member or members of a meeting should not invalidate a meeting.

EXAMPLE

Section 4. Failure to Give Notice of Meetings.
The accidental omission to give notice of a meeting to, or the non-receipt of a notice

by, any of the members eligible to receive notice does not invalidate the proposed meeting.

SECTION 5. MEETINGS OF THE BOARD

It is expected that meetings of the Board of the Directors will be considerably more frequent than the General Meetings of the association. At the meetings of the Board of Directors consideration is given to the day-to-day functioning of the association. How frequently the Board of Directors meet will depend on the size of the association (i.e. how easy it is for the members of the Board to attend Board meetings and the amount of business with which the association has to deal).

It is recommended that the Board of Directors of an association meet at least every four months, with meetings called more frequently when the need arises. Some associations require their Board to meet monthly.

Because of the size of the Board and the apparent commitment of the Board to their responsibilities, the need for as lengthy a notice as for General Meetings is not as essential. However, it is considerate to give as much notice as possible of forthcoming meetings. Some associations permit the notice for meetings of the Board to be given either by mail or by telephone or telegram. If notice is to be sent by mail, five to fifteen days notice should be given; whereas, if notice is given by phone or telegram, it can be as brief as three to five days.

Notice can be eliminated if a mutually acceptable time and date for each meeting of the Board can be determined at the beginning of each year of operation (e.g., the first Monday of each month).

Quorums for meetings of a Board should be specified and should

be at least a majority of the Board. If, for example, there are twelve members of a Board, the quorum should be at least six and more preferably, eight or more.

Although it will be discussed in the 'Duties of the Officers' Article, it is generally accepted that the President will chair all meetings of the association. Any digression from this procedure should be clearly specified in the by-laws. However, there is some difference of opinion regarding who should assume the chair at a meeting of an association if the President is unable to preside at a meeting. Most references indicate that the Vice-President should chair the meeting of an association in the absence of the President, with the Past President and the President-Elect also identified as possible alternatives. In case none of the previously mentioned officials are available to chair a meeting, it is recommended that those present at the meeting elect a chairman from their midst.

EXAMPLE

Section 5. Meetings of the Board of Directors

(a) The Board of Directors of the Association shall meet at least once every three months and more frequently if needed.

(b) Members of the Board of Directors shall be given at least seven days notice, if given by mail, or five days notice, if given by telephone or telegram, of every meeting of the Board.

(c) A quorum for all meetings of the Board of Directors shall be seven Directors. If a quorum is not present thirty minutes after the shceduled start of the meeting, the meeting shall be postponed to a time and date to be determined.

(d) The President, and in his absence the Vice-President, shall chair all meetings of the Board of Directors.

ARTICLE V QUORUMS AT MEETINGS OF ASSOCIATION

Any association shall signify what is the required number of

members that must be present at a meeting of the association in order to enact the policy and business of the association.

> The quorum should be as large a number of members as can reasonably be depended on to be present at any meeting, except in very bad weather or other exceptionally unfavourable conditions. (Robert, 1970, p. 294).

Therefore, it is recommended that an association establish in its by-laws a quorum for General Meetings that is considerably less than the majority of the total membership. However, it was suggested by Robert that:

> In a body of delegates, such as a convention, the quorum is a majority of the number who have been registered as attending, irrespective of whether some may have departed. This may differ greatly from the number elected or appointed. (1970, p. 294).

If an association calls a meeting and at the designated time for the commencement of that meeting a quroum is not present, there are a number of strategies available to the association. Firstly, the Chairman can immediately cancel the meeting and as a consequence any matter discussed or undertaken at that meeting would be null and void. Secondly, the Chairman could wait until a quorum is present or until it is apparent that a quorum will not be established and then cancel the meeting. Thirdly, if after thirty minutes of the proposed starting time of the meeting, a quroum is still not present, the meeting should commence without a quorum existing. The final alternative is the least acceptable. In fact, if an association has repeated difficulty establishing a quorum at meetings, the association should reconsider the size of its required quorum or consider dissolving itself.

EXAMPLE

Article V. Quorums

(a) At all Annual, General and Special Meetings of the Association a quorum shall consist of twenty-five (25) percent of the total membership.

(b) If after thirty (30) minutes of the proposed time of the commencement of the meeting, a quorum is not present, the meeting shall be cancelled. If at the next meeting a quorum is not present after thirty minutes, the meeting should proceed.

ARTICLE VI - VOTING

If membership in an association is on an individual basis, it is customary for each full or active member to have one vote. However, if the association is composed of member clubs, each member club should have equal representation (e.g., one, two, three or more votes from each club) or should be represented in proportion to the number of members in the member club (e.g., 25 to 50 members - 1 representative, 50 to 100 members - 2 representatives and so on).

In addition to indicating the voting procedures of full or active members, the by-laws should specifically state the voting privileges of the different classifications of members. In most circumstances "Active", "Full" and "Life" Members receive voting privileges and "Associate" and "Honourary Life" members do not receive voting privileges.

The method of voting should also be clearly stated in the by-laws. The most generally accepted procedure is for a vote to be taken by a show of hands. Some assocations require that all votes be taken by secret ballot, but this is a time consuming procedure.

The "Voting" Article should also indicate the number of votes required to enact or confirm a motion or resolution. For the normal business of an association a simple majority is usally required.

However, for Special Resolutions, Amendments to the By-laws and the Election of Officers, different strategies may be required, these voting strategies will be considered under the appropriate headings.

Another important provision that must be considered under Voting is the question of proxy voting. It must be decided by each assocation whether to allow voting by proxy or not. for some individuals this problem is a philosophical issue - if an individual is not interested enough in his assocation to attend meetings, then why should he be given the opportunity to vote by proxy? Conversely, some people feel a proxy vote should be allowed as the people who request a proxy vote find it impossible to attend the meeting due to prior commitments, unavoidable circumstances, distance to be travelled or expense.

If proxies are allowed, it should be clearly stated who can carry a proxy vote and how many proxies an individual can possess. It is also recommended that a proxy vote only be in effect for a specific meeting. Some associations request that notification of proxy be given to the secretary of the association prior to the meeting for which it is valid. Such notice should be signed by the carrier of the proxy and by the person whose proxy he is carrying. There may be some assocations that only give proxies for a vote on a particular item on the agenda rather than a proxy vote which is valid for a complete meeting.

EXAMPLE

Article VI - Voting

(a) Every Active Member, including Life Members, of the Association may possess one vote in the affairs of the Association and each Member Club of the Association may possess one vote for every ten members up to one hundred members and each club must designate the delegates that will vote.

(b) Voting at all meetings of the Association shall be by a show of hands. However, any two members may demand that a secret ballot be taken and upon such a demand, the Chairman shall ensure it is carried out.

(c) In all affairs of the Association, other than amendments to the by-laws, special resolutions and the election of officers, a simple majority is sufficient to confirm any motion or resolution.

(d) Voting by proxy is not permitted.
(or an alternate suggestion)
Any member who is unable to attend a meeting of the Associatan may vote by proxy, provided that notice of such proxy is given to the Secretary not later than forty-eight (48) hours before the meeting by letter, telephone, or telegram.

Any individual who carries a proxy must be a member of the association.

No individual may carry more than two proxies.

A proxy is only valid for the meeting for which it is given, the notice of proxy must be signed by the carrier of the proxy and the person whose proxy he is carrying, and the notice of proxy must be presented to the Secretary prior to the commencement of the meeting.

ARTICLE VII BOARD OF DIRECTORS OF THE ASSOCIATION

The composition of the Board of Directors will vary considerably from association to association. Also the term used to describe this group of individuals may vary - Board, Directors, Executive Board, etc. For the purpose of these guidelines and strategies, the term Board of Directors will be used.

The Board of Directors is usually composed of individuals elected or appointed from the membership at the Annual General Meeting or from the membership at the zone or member club level. Which one of these strategies an association will use to determine its Board of Directors will depend on the popularity of the sport

(i.e., the distribution of the participants throughout the jurisdiction), the nature of the sport (i.e., is it a team, individual or club sport?) and the size of the jurisdiction of the governing body (i.e., is it a municipal, city, provincial, or national association?). There is also the possibility that some association may wish to appoint some individuals to the Board of Directors who are not members of the association. If this is the case, a clause should be included in the by-laws declaring this fact. Regardless of what strategy is adopted, it is imperative that the Directors represent the interests of all the members. Two strategies that will help to ensure that the interests of all members are represented is either to have the total membership elect the Board of Directors at the Annual General Meeting, or have zones elect or appoint delegates to the Board of Directors.

Also, it must be decided how many Directors shall be included on the Board of Directors. The specific number of individuals to be on a Board of Directors should be stated in the by-laws. The size of the Board of Directors can be too large to be cumbersome or too small to be incapable of effectively administering the affairs of the association.

The major role of the Board of Directors of most associations is to make the decisions that are required between General Meetings to ensure that the association can function. This role and any additional roles that are required of the Board of Directors or individual members of the Board of Directors should be clearly stated in the by-laws. Included in such a clause should be a statement

that the Directors are empowered to conduct the day-to-day affairs of the association and which, if any, decisions the Board of Directors cannot make without the approval of the General membership of the Association.

The terms of office of the Directors should also be presented in this Article. Most associations have all elected Directors serve terms of similar length. Further, it is recommended that Directors should have alternating terms. This procedure will ensure continuity of effort and understanding on the Board of Directors. However, if an association is newly incorporated, it may request its initial Directors to serve different length terms so the principle of alternating terms can be initiated (e.g., if all Directors are to have three-year terms of office and three new Directors of a total of nine are to be elected each year, the association must decide that of the nine initial Directors only three will serve for three years, three will serve for two years and three will serve for one year - this will ensure the installation of the principle of alternating Directors). Further, an association may prefer shorter or longer terms for their Directors with a complete re-election of the Directors at the same time or some more acceptable combination of these strategies.

The by-laws should also present a rationale and procedure for the removal of Directors who are not fulfilling their responsibilities to the association. Whether the procedure requires a majority vote of the Board of Directors or of the membership it is the responsibility of an association to be prepared for

such an unpleasant but necessary occurence.

EXAMPLE

Article VII - Directors of the Association

Section 1.

(a) At the first Annual General Meeting of the Association the members shall elect nine (or whatever number is suitable) Directors. Three Directors will be elected for a three-year term, three Directors will be elected for a two-year term and three Directors will be elected for a one-year term. After these initial terms, all Directors shall serve three-year terms. No Director may serve more than two consecutive three-year terms.

or

Each member club (or zone) of the Association shall name a delegate each year to the Annual General Meeting, and such delegate shall serve on the Board for two years. No delegate may serve more than three consecutive terms.

(b) "The majority of Directors shall have the power to appoint any Member of the Society to fill a vacancy in their numbers and any Directors so appointed shall not hold the designated offices for any period beyond the next Annual General Meeting." (Government of the Yukon Territory, "By-laws - Sample Only", n.d., p. 9).

(c) "The Directors may exercise all such powers and do all such acts and things as the Association may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in General Meeting, but subject, nevertheless, to the provisions of:

i. all laws affecting the Association
ii. these by-laws, and
iii. rules, not being inconsistent with these by-laws, which are made from time to time by the Society in general meeting." (Government of the Province of British Columbia, Societies Act, 1977).

(d) Any Director may be expelled by the Board of Directors for proven dishonesty, or for gross misconduct, or for failing or refusing to carry out his duties as a Director.

ARTICLE VIII ELECTION OF OFFICERS

How the officers of an association are to be elected will depend to some extent on the method employed to select the Board of Directors for in most associations the officers come from the ranks of the Board of Directors. The association must decide if the membership will elect the officers at the Annual General Meeting at the same time as electing or appointing the Directors or if the Directors will elect the officers from amongst themselves. The Notes for Guidance of Persons Interested in Formation of Community Societies and Other Similar Organizations supplied by the Government of the Yukon stated:

> The method and appointment of directors and executive officers should be described carefully in a by-law. Terms of office should be indicated clearly. Some societies and associations elect their executive officers and directors for stated offices while others nominate and elect a specified number of directors who elect from among themselves the President, Vice-President, Secretary and Treasurer (n.d., p. 4).

If the officers of an association are members of the Board of Directors, the length of the terms of office of the officers of the Association will be identical to the terms of office of the Board of Directors. When deciding upon a strategy for electing officers, an association should consider:

1. Whether or not there should be a complete change of officers each year or whether only a portion of the officers should change each year.

2. Should officers represent zones or areas of membership concentration (e.g. if the association is divided into a northern and

southern zone, should the President come from one of the two zones and President-Elect or Vice-President come from the other?)? This strategy becomes a little complicated when an association has three or more zones or areas to consider.

Terms of office that exceed one year and the alternating of the terms of office should provide for a more smoothly functioning and effective association. By employing these strategies, new officers would be able to receive assistance from the more experienced officers and, by serving for two years or more, the elected officers would have greater opportunities to enact their programs.

The Association must also decide what officers are needed so it can function effectively. Most associations have a President, Vice-President(s), Secretary and Treasurer, with the latter two positions sometimes combined depending on the amount of work required in each position. Additional officers may be required depending on the size and scope of the operations of the association. Other officers that may be considered are: Past President, President-Elect, Registrar, Executive Secretary, Chairmen of different Standing Committees (see Table 29 for the names of other possible positions).

Although mention was made under the "Board of Directors" Article regarding the filling of vacancies on the Board of Directors, this Article should consider the possibility of officer positions becoming vacant. There are three basic options open to an association when a vacancy occurs:

1. The Board may appoint a member of the Board of Directors to the vacant officer position.

2. The membership at the next General Meeting may elect a

replacement either for the specific officer position or just the Board.

3. The vacancy need not be filled provided a quorum amongst the Board of Directors is still constituted (see Article IX).

There is no reason to make repeated mention of the procedure for expulsion or suspension of officers of the association as these procedures are contained under the Board of Directors Article.

EXAMPLE

ARTICLE VIII - ELECTION OF OFFICERS
(The first two Sections will utilize the strategy of the election of officers by the membership.)

Section 1

(a) At every Annual General meeting of the Association, those members present and eligible to vote shall elect new officers to fill any vacancies that have occurred.
(b) The elected officers shall assume office at the conclusion of that meeting.
(c) To be eligible for election an individual must be a member in good standing and must have his written nomination, signed by a nominator and seconder into the Secretary of the Association no less than four (4) days prior to the Annual General Meeting. No nominations will be accepted from the floor.

(N.B., Some associations may allow all the nominations or additional nominations from the floor.)

(d) If there are no nominations forthcoming for a certain position, the retiring officer will be asked to assume the position for another year. If that is not possible, the Board may appoint some member to the office.
(e) There shall be a separate election for each vacant position and the first candidate to receive a majority of the votes shall be declared elected. On each ballot the candidate with the least votes shall be eliminated.
(f) If there is only one candidate for a position, that candidate will be declared elected "by acclamation".

Section 2

(a) At the first Annual General Meeting of the Association the members shall elect a Presi-

dent, President-Elect and Treasurer for a two-year term and at the same time a Vice-President, Secretary and Registrar for a one-year term. At all ensuing Annual elections all terms of office shall be for two years.

(b) At all times there must be one representative of the Northern and Southern Zones occupying one of the following positions: President, Vice-President and President-Elect.

(c) The position of Past-President will be occupied by the most recent President.

(d) Any vacancy occurring amongst the offices of the Association will be filled by an appointment by the Board and ratified at the next General Meeting. In the case of death, resignation or expulsion of the President, the President-Elect shall assume the office until the end of that term and will then serve the term for which he was elected.

(e) The positions of Secretary and Treasurer may be combined if the Association so desires and if such an amalgamation is desired, it must be ratified by the membership at the Annual General Meeting.

or

(This Section will utilize the election of officers by the Board of Directors (from amongst themselves.)

Section 1

(a) At the first meeting of the Board of Directors following the Annual General Meeting the Directors shall elect from amongst themselves members to occupy the designated offices which are vacant.

(b) Each vacant position shall be filled in a separate ballot.

ARTICLE IX OFFICERS OF THE ASSOCIATION AND THEIR DUTIES

This Article and the discussion accompanying it hopes to provide the reader with an understanding of what are typical expectations of the common officers of sport associations. In smaller associations with fewer officers each officer may assume a wider range of responsibilities while in larger associations with more officers the responsibilities of the officers will be more specialized.

The reason for explicitly outlining the duties of the officers of an association serves two purposes. Firstly, it will provide

anyone considering standing for election a basic understanding of what will be expected of him/her if he/she assumes office. Secondly, the presence of these job descriptions in the by-laws will hopefully reduce misunderstandings, conflicts and replication of duties to a minimum and, therefore, provide for a more smoothly functioning association.

In the ensuing pages the responsibilities of the more frequently occuring officers of associations will be discussed. Again these responsibilities will vary from association to association but the core responsibilities are relatively consistent.

SECTION 1 - The President

The President or Chairman is the chief executive officer of an association. It is his/her responsibility, in association with the secretary, to call all meetings whether they are General or Board Meetings. Cooperating with the Secretary, he/she is to prepare the agenda for all meetings. The President will also chair all the General and Board of Directors Meetings of the Association.

The President or his/her designate represents the association in its dealings with other groups, associations, agencies and different levels of government.

One responsibility of the President that varies greatly from association to association is his/her voting privileges. The alternatives available to an association regarding this question are:

1. The President does not vote, except in the case of a tie and then he/she will cast the tie-breaking vote (N.B., Some associations require the President to cast a negative vote in the case of a tie since they prefer a larger majority to ensure approval of a motion),

2. The President shall possess a vote in all matters but in the case of a tie, he/she will cast a second and tie-breaking vote. This practice is refuted in Robert's Rules of Order (1970, p. 344), and

3. . . . if there is one more in the affirmative than in the negative without the chairs vote, he can vote in the negative to create a tie, thus causing the motion to be rejected (Robert, 1970, pp. 343 - 344).

The President, because of his/her role as overseer and chief officer of the association, is expected to be knowledgeable in all areas of the association. For this reason many associations have the President serve as an "ex officio" member, a person who serves on a committee by virtue of another position he/she holds on other committees of the association.

The President must ensure that all resolutions passed at any meetings are carried out. To ensure that the resolutions are enacted, he/she should be provided with the power to unilaterally enact, in the case of an emergency, the resolutions of the association. These actions should be ratified by the Board of Directors and the membership at a later date.

Provision should also be made in the by-laws for a procedure to be followed in the case of the death or resignation of a President. Some associations may prefer the Past-President to assume the office until the term of office is complete, other associations may prefer the President-Elect, if such a position exists, to assume office for the remainder of the term and then to complete the term for which he/she was elected, still other associations may wish the Vice-President

to assume the office and finally, the association may require that a new President be elected at a Special General Meeting convened for the purpose of electing a new President.

EXAMPLE

ARTICLE IX

SECTION 1 - Duties of the President

(a) The President shall be the chief executive officer of the Association. It shall be his/her responsibility, in association with the Secretary, to call and prepare the agenda for all meetings of the Association. The President must chair all meetings of the Association.

(b) The President or his/her designate will be the official representative of the Association with other associations, agencies, organizations and their different levels.

(c) The President or his/her designate shall be the liaison officer of the Association with the different levels of government.

(d) The President of the Association shall not vote except in the case of a tied vote and then he/she shall cast the tie-breaking vote.

(e) The President shall be an ex-officio member of all committees of the Association.

(f) The President shall ensure that all resolutions or orders passed by the membership or Board are carried out. In emergency situations the President has the power to act on behalf of the Association without the consent of the Board of Directors. An attempt must be made to have the Board of Directors ratify these actions at the earliest possible opportunity.

(g) In the case of the death or resignation of the President, the President-Elect will succeed him/her for the remainder of the term and then complete the term for which he/she was elected.

SECTION 2 - The Vice-President

The duties of the Vice-President will be determined, to some degree, by the size of an association. The larger the association the greater his/her responsibilities and also the greater the chance

that the association will have more than one Vice-President.

The primary responsibility of a Vice-President is to assist the President in the execution of his/her duties and to assume the role of President whenever the President is absent or designates the role of the Vice-President. If an association possesses more than one Vice-President, the distribution of responsibilities to the Vice-Presidents (i.e. First, Second, Third Vice-Presidents or Vice-President Northern Region and Vice-President Southern Region, etc.) must be clearly identified.

If an association is divided into two zones (i.e. Southern and Northern), it would be wise to have a Vice-President representing each zone, with the more senior Vice-President being the one from the zone from which the President does not come. The more specific duties of Vice-Presidents will be unique to each association. Some associations may request one Vice-President to be in charge of all the social functions of the association, and other associations may request a Vice-President to be chairman of one or more of their Standing Committees.

EXAMPLE

SECTION 2

(a) The Association shall possess two Vice-Presidents. The First Vice-President will be from that zone from which the President is not. The Second Vice-President will be from either zone.

(b) It shall be the duties of the Vice-Presidents to assist the President in the performance of his/her duties.

(c) In the case of the absence or inability of the President to act, the First Vice-President will assume his/her responsibilities. If neither the President or the First Vice-President are present or able to act, the Second Vice-President will assume the responsibilities of the President.

SECTION 3 - The Past-President

Many associations do not designate the position of immediate Past-President on the Board. This is a shame as such a person can be a great resource because of the experience gained while in office. Thus, a Past-President can serve in an advisory capacity to the association.

Many associations make the Past-President responsible for the annual review of the by-laws. This responsibility is logical as the Past-President during his term of office would have had ample opportunity to discover the strengths and weaknesses of the by-laws. For this reason the Past President should be Chairman of the Committee for Constitutions and By-law Review of an association or, if an association does not have such a committee, the Past-President could be asked to table a report reviewing and making recommendations regarding the by-laws of the association.

Some associations may prefer the Past-President to be Chairman of the Nominating Committee of the association. The intent of making the Past-President the Chairman of the Nominating Committee is that the association feels the Past-President should be most neutral when preparing and proposing slates of candidates to contest for the positions of officers of the association.

Finally the by-laws should recommend that the Past-President be responsible for any duties the executive might request of him/her.

EXAMPLE

SECTION 3 - The Past-President

(a) The immediate Past-President shall serve in an advisory position to the Board of Directors.

(b) The immediate Past-President shall act as Chairman of the Committee for Consti-

tution and By-law Review, to ensure that those documents reflect the current purposes and satisfy the present requirements of the Association.

(c) The immediate Past-President shall be responsible for undertaking any duties the Board of Directors may request of him/her.

SECTION 4 - The Secretary

During the last few years the role of the Secretary in many sport associations has changed considerably. Some associations no longer have a Secretary, rather they further delineate the responsibility to a Corresponding and/or Recording Secretary, an Executive-Secretary or a Secretary-Treasurer. For the purpose of this discussion, all of these possible positions will be incorporated into the role of Secretary.

The Secretary must record the minutes of all meetings of an association; however, the accepted practice of many associations is to only record motions, who moved and seconded the motion and the final result. The Secretary must keep current minutes of the meetings by mailing the minutes of meetings to those people who are to receive copies of the minutes within a specified period of time. Or, the association may prefer the Secretary to send the minutes of the previous meeting to the appropriate recipients when the agenda for the next meeting is circulated. This strategy will decrease the postage costs of the association.

Besides having custody of the seal of the association and using it as the by-laws specify, the Secretary must keep a current registry of all members of the association. By continually asking for any changes of address of the membership in all of the correspondence

of the association, the Secretary will find this task not as time consuming as one might initially think.

The Secretary, cooperating with the President, must prepare agendas for and notices of all meetings of the association and he/she must be sure that such material is circulated within the prescribed time. The Secretary must also ensure that all received correspondence by the association is properly filed and all correspondence requiring a response is promptly actioned.

EXAMPLE

SECTION 4 - The Secretary

(a) The Secretary is responsible for recording the minutes at all meetings of the Association.

(b) It is the Secretary's responsibility to ensure that these minutes are kept up-to-date and are circulated to all designated recipients within fourteen (14) days of the meeting.

(c) The Secretary shall have custody of the Seal of the Association as well as the Minute Books and the Registry of Members. The Registry must contain an up-to-date list of members and their addresses.

(d) The Secretary, cooperating with the President, will compile the agenda for all meetings of the Association and will ensure that they are mailed to all members, along with notice of the time and date of the meeting, twenty-eight days prior to all meetings of the Association.

(e) The Secretary, cooperating with the President, will be responsible for ensuring that all correspondence of the Association, both incoming and outgoing, is properly filed and promptly answered when it is required.

SECTION 5 - The Treasurer

The primary responsibility of the Treasurer is to ensure that all financial affairs of the association and the records of these affairs are in order. He/she must also provide any assistance that may be required by the auditors during their review of his/her

financial records, and once the audit is completed, he/she must ensure that notice of the successful completion of the audit is forwarded to the Registrar of Companies within the specified time designated by the Registrar.

The Treasurer should provide a financial report and be willing to open his/her financial records of the association at all meetings. He/she must also issue receipts for all monies received and promptly deposit such money in an account of the association which should be at a chartered bank or trust company and which should be designated by the Board of Directors.

The Treasurer is responsible for paying all affiliation fees or other expenses of the association and he/she must ensure that any funds which must be expended in a specific manner are distributed according to the requirements.

EXAMPLE

SECTION 5 - The Treasurer

(a) The Treasurer shall be responsible for carrying out the financial matters and keeping the financial records of the Association in order.

(b) The Treasurer must ensure that the 'Annual Audit' of the Association is carried out by qualified individuals twenty-one (21) days before the Annual Meeting. The Treasurer must be of all possible assistance to the auditors and once the audit is complete, he/she must submit it to the Registrar of Companies.

(c) The Treasurer must be prepared at all meetings to present an interim financial statement of the Association and to open his/her books for inspection to the membership.

(d) He/she must issue receipts for all monies received by the Association and deposit the monies in the account of the Association at a chartered bank or trust company which must be designated by the Board of Directors.

(e) The Treasurer must pay affiliation fees for the A.R.W.A. to any body with which it is affiliated.
(f) The Treasurer shall be responsible for ensuring that funds are used in accordance with any spending restrictions that are placed upon them by granting or funding agencies or institutions.
(g) The Treasurer shall be responsible for and keep an account of all expenditure and revenue received and disbursed, and file all bills, receipts and vouchers of the Association.

(N.B., the positions of Secretary and Treasurer are very often combined by associations.)

ARTICLE X FINANCES OF THE ASSOCIATION

The major requirement of the Article is the statement that the association must be audited annually. Most of the other financial concerns of an association were treated under the "Duties of Officers", in particular, the Treasurer.

EXAMPLE

ARTICLE X - FINANCES OF THE ASSOCIATION
Section 1
The Treasurer will be responsible for the financial operation of the Association and as such he/she will chair the Finance Committee.

SECTION 2 - The Audit

The Societies Act of Alberta requires that all incorporated associations must submit an annual audit of its financial dealings to the Registrar of Companies to ensure that the association is functioning legitimately and effectively. The audit may be performed in one of two ways. Firstly, the association may procure the services of a professional chartered accountant to audit the financial records of the association. This is a somewhat costly procedure as the services of a professional accountant are expensive.

Conversely, if an association keeps accurate and clear financial records, the association can appoint or elect two of its members to perform the audit. The only restriction on the selection of the two members is that they must not be members of the Board of Directors. Therefore, the by-laws should state that auditors for the ensuing year should be either appointed or elected by the association at the Annual General Meeting. It would be the task of the two elected or appointed members of the association to carry out the audit, present it at the next Annual Meeting and, if ratified by the association, present it to the Registrar within a designated period of time.

EXAMPLE

ARTICLE X

SECTION 2 - The Audit

(a) The Association shall prepare an Annual Audit for presentation to the membership and the Registrar of Companies.

(b) Auditors for the ensuing year may either be appointed by the Board or elected from the Association by the members at the Annual Meeting. Such appointment will be for a one year term but will be renewable annually.

(c) After presentation of the Annual Audit at the Annual Meeting, it must be submitted to the Registrar of Companies within twenty-one days.

SECTION 3 - The Fiscal Year

Each association should indicate what the dates of its fiscal year are to be. Will the fiscal year of the association coincide with the membership year of the association? Will the fiscal year coincide with the fiscal year of the government? There is no right or wrong answer to these questions and similar questions. The only recommendation that can be offered is that it may prove advantageous

to an association if its fiscal year coincides with the granting year of the major agency, association or government that may fund the association.

EXAMPLE

SECTION 3 - The Fiscal Year of the Association
The fiscal year of the Association shall be from January 1 to December 31.

SECTION 4 - Disposal of Funds

It is essential for each association to clearly outline in its by-laws how it will handle all incoming and outgoing funds. The most acceptable way is to have the association, or the person responsible, make deposits and withdrawals in an account at a chartered bank.

The by-laws should also designate who will pay the bills of the association, how the bills will be paid and who can endorse cheques.

EXAMPLE

SECTION 4 - Disposal of Funds

(a) All monies received by or on behalf of the Association shall be deposited in the account of the Association which should be housed in a chartered bank or trust company.

(b) All disbursements shall be made by cheques signed by the President or Secretary and the Treasurer or in the absence of the above, by some other Director appointed by resolution of the Board of Directors.

ARTICLE XI BORROWING POWERS OF THE ASSOCIATION

This Article varies little from association to association. The Article presents the guidelines for borrowing money or generating capital. Some associations in their by-laws require that the amount of money to be borrowed may not exceed a designated percentage of the revenues of the association from the previous year.

EXAMPLE

ARTICLE XI - BORROWING POWERS
The Directors may, with the approval of a majority of the members present at a General Meeting of the Association, borrow funds for the benefit and further development of the Association.

ARTICLE XII THE SEAL OF THE ASSOCIATION

There is no mention in the body of the Societies Act of Alberta regarding an association possessing a seal. However, "Schedule B", which is appended to the Act, does suggest some guidelines for the use of a seal and who should possess the seal. Fifty of the amateur sport associations of Alberta possess such a seal.

The most common form of seal is for the word "Seal" to be placed in the centre of a circle formed by the name of the association. However, since there are no restrictions on the design of a seal, each association may wish to develop something that is totally unique. It is recommended that an association place an imprint of the seal beside this Article of their by-laws so that it can be readily identified by all, especially the Registrar of Companies.

The seal of an association is invalid unless it is correctly authenticated by specific officers of the association. The Secretary will be one of these officers as the seal should always be in the custody of the Secretary. Who the other specified officers will be is the choice of each association - it may just authorize 'designated directors' or it may specify specific officers.

EXAMPLE

ARTICLE XVI - Seal of the Association
Section 1
(a) The Seal of the Association shall consist of the word "Seal" in a circle formed by the words - "Alberta Race Walking Association" - an imprint of the Seal appears in the margin.

(b) The Seal of the Association shall be kept in the custody of the Secretary of the Association and shall not be affixed to any instrument or document except by authority of a resolution of the Directors and in the presence of the Secretary and President or by the Vice-President if either of the officers is unable to be present.

SECTION 2 - Signing Authority in the Association

It is imperative that an association specifically identify those officers or directors who have signing authority for the association. This practice is designed to ensure that at no time would it be possible for a single member of an association to misappropriate the funds of an association or to negotiate an illegal transaction that is contrary to the wishes of the association.

The Signing Officers are usually those persons who endorse the cheques and authenticate the seal of the association with possibly the addition of the signatures of one or two other directors. However, there must not be too many directors possessing signing authority as regulating and policing the use of the 'Signing Authority' will become difficult.

EXAMPLE

SECTION 2
The President, Secretary, Vice-President and Treasurer shall possess signing authority for the Association. The President and Secretary shall be the primary signing officers, but in the absence of either one of these two officers, the other two officers can fulfill this responsibility.

ARTICLE XIII COMMITTEES OF THE ASSOCIATION

The size of this Article will vary considerably from association to association. The bigger and more active an association, the larger this Article will be. The basic purpose of the Article

is to identify the "Standing Committees" within the association and their responsibilities and also to outline the purpose for and the method of creating "Ad hoc" or "Special" committees.

The "Standing Committees" of an association are a part of the permanent organizational structure of the association. If a new "Standing Committee" is to be created, it will require an amendment to the by-laws as the committee will have to be identified as another "Standing Committee" of the association.

The chairmen of the "Standing Committees" are generally members of the Board of Directors, but they can also be appointed by the Board of Directors or elected by the membership of the association. The chairman of each "Standing Committee" should establish lines of authority and responsibility for his/her committee so that his/her committee will reflect the overall philosophy and effectively implement the policies of the association. The most frequently identified type of Standing Committees: Program Committee, Finance Committee, Communications Committee and Development Committee.

EXAMPLE

ARTICLE XIII - COMMITTEES OF THE ASSOCIATION

SECTION 1

(a) The Association shall have four Standing Committees - Program, Finance, Development and Communication. Each of the committees shall submit an annual report of their activities at the Annual Meeting.

(b) If other Standing Committees are to be added to the Association, the by-laws must be amended to indicate their existence.

(c) The Chairmen of the Standing Committees shall be appointed by the Board of Directors.

SECTION 2 - Program Committee

(a) It shall be the responsibility of the Program Committee to conduct a feasibility study before any program is enacted to ensure that the Association can effectively

conduct the proposed program.

(b) Once the program is deemed realistic and necessary, the Program Committee shall implement it.

SECTION 3 - Finance Committee

(a) The Treasurer shall chair the Finance Committee.

(b) It shall be the responsibility of this Committee to ensure that all the requirements of Article X are satisfied.

SECTION 4 - Development Committee

(a) The Development Committee is responsible for the development of players, coaches, officials and administrators of the Alberta Race Walking Association.

(b) The Committee shall work closely with the Program Committee to organize and implement clinics, workshops and seminars to further develop the sport.

SECTION 5 - Communication Committee

(a) The Communication Committee shall publicize the activities of the Association both within the Association and to the general public.

(b) The Committee shall publish an Association newsletter every two months.

(c) The Committee shall liaise with the local and regional media to encourage media coverage of its activities.

(d) The Committee shall coordinate all of the publicity of the Association and shall develop programs or displays that will generate interest in the Association.

Additional committees may be utilized by other associations. The more frequently identified committees were the Nomination Committee and the Constitution and By-law Review Committee. The purposes of these committees were very specific as their names imply. It is recommended that the immediate Past-President should be the Chairman of the Constitution and By-law Review Committee.

EXAMPLE

SECTION 6 - Committee Members

Members of the Committees may either be

> selected by the Chairman of the specific Committee or volunteer their services.

A "Special" or "Ad hoc" Committee

> . . . is selected to perform some specific task and ceases to exist when its final report is submitted. The assembly may, however, vote to delegate additional work to the committee, in which case it continues until the new assignment is completed and a further report is submitted (Sturgis, 1950, p. 117).

A good example of an "Ad hoc" committee would be one that is established by a provincial association to plan, organize, and conduct a provincial or national championship.

EXAMPLE

SECTION 7 - Special or Ad hoc Committees

(a) Special Committees of the Association may be appointed by the President or the Board of Directors as may be from time to time deemed necessary.

(b) The Special Committees shall cease to exist once their task is complete and their final report submitted to the Association.

SECTION 8 - Committee Meetings

The Committees of the Association, both Standing and Special, shall meet as often as deemed necessary by the Chairman of that Committee.

ARTICLE XIV CONDUCT OF AFFAIRS OF ASSOCIATION

This Article could also be included in Article IV, Meetings of the Association, as it deals with how to conduct a meeting. If the Article were to include all the requirements, the methods and procedures for conducting a meeting, the Article would be longer than the remainder of the Articles. The generally accepted procedure in the by-laws is to reference to some recognized text on meeting management that can be used as the procedural reference for all meetings. The most common and respected of these texts are:

Robert's Rules of Order, Newly Revised, Sturgis Standard Code of Parliamentary Procedure and Bourinot's Rules of Order. All three texts are acceptable, with the first text proving the most popular.

EXAMPLE

ARTICLE XIV - CONDUCT OF AFFAIRS OF ASSOCIATION

All meetings of the Association will be conducted in accordance with Robert's Rules of Order, Newly Revised.

An association must also make provisions for the inspection of their books and records by the Directors and the membership. It is general practice for all books and records to be open for inspection by the members of the Board at their regular meetings. However, the membership, in contrast to the Board of Directors, are usually required to give notice of their intention, except at General Meetings, to inspect the books and the requested inspection must come at a convenient time for the officer who has custody of such books.

EXAMPLE

SECTION 2

(a) The books and records of the Association shall be open to inspection by the members of the Board at all meetings.

(b) Ordinary members of the association must give at least two days notice of their desire to examine the books and records of the Association, except at General Meetings when notice is not required. The requested inspection must be at the convenience of the custodian of the books and records.

ARTICLE XV AMENDMENTS TO THE BY-LAWS

Amendments to the by-laws of an association can only be initiated by an 'extraordinary resolution'. The adoption of an amendment should require at least a two-thirds majority vote of eligible

voters. Some associations require at least three-fourths majority vote to pass an amendment.

It is essential that the members of an association are given sufficient notice of proposed amendments. The notice for amending motions should be included and circulated with the notice and proposed agenda of Annual, General or Special Meetings. It is totally inappropriate for a motion to amend a by-law to originate from the floor at a meeting.

Finally, after amendments are made to the by-laws of an association, the Registrar of Companies must be notified of the change to the by-laws or the amendment will be invalid.

EXAMPLE

ARTICLE XV - AMENDMENTS TO THE BY-LAWS

Section 1

(a) Notice of any proposed amendment to the by-laws must be circulated to all members at least twenty (20) days prior to the meeting at which the amendment is to be considered.

(b) Any amendment to the by-laws must be in the form of an 'extraordinary resolution'. An 'extraordinary resolution' must be passed by two-thirds of the eligible voters at a meeting.

(c) 'Extraordinary Resolutions' may be proposed by the President or Board of Directors or by the President on receipt of a written request stating the proposed amendment signed by twenty (20) members of the association who are of good standing.

(d) Following the adoption of such a resolution, the Association must notify the Registrar of the amendment within twenty-one (21) days.

ARTICLE XVI LIQUIDATION AND DISSOLUTION OF AN ASSOCIATION

For many associations this Article would be included in the Constitution, but as this hypothetical association possesses no constitution, this Article would appear in the by-laws. It is

hoped that no associations will ever be confronted with the prospect of dissolution. However, a contingency plan must exist.

If an association determines that it can no longer finance itself or it no longer wishes to pursue its stated objects, it may decide to dissolve itself. To terminate its existence, the association should submit notice of its intention to dissolve to the Registrar of Companies. Then, the association must pay all its outstanding debts and any assets that remain after all the debts have been paid should either be given to an association with similar interests or to a reputable charitable organization.

It is also possible for the Registrar to issue a certificate requesting an association to liquidate because of unsatisfactory performance. If such is the case, the certificate of incorporation of the association is suspended or cancelled until sufficient proof is given that the association can operate effectively.

EXAMPLE

ARTICLE XVI - LIQUIDATION AND DISSOLUTION OF THE ASSOCIATION

Section 1.
Upon the dissolution of the A.R.W.A. and after the payment of all debts and liabilities, the remaining assets of the A.R.W.A. shall be distributed among similar non-profit amateur sport associations within the Province or to some charitable organization.

IMPLEMENTATION OF THE CONSTITUTION AND BY-LAWS

Once the final draft of the constitution and by-laws has been written by the committee that is entrusted with the task of developing and/or reviewing the constitution and by-laws, it must be presented to the membership at a General Meeting to obtain their approval:

> After the proposed by-laws are approved by the committee, the report of the committee is presented to the assembly and is considered seriatum - article by article and, whenever an article consists of more than one section, section by section . . . In presenting the report of the by-laws committee to the assembly, the committee chairman should explain each section and - in the case of a proposed revision of by-laws - make clear what is new about each provision or how it differs from the corresponding provision of the existing by-laws (Robert, 1950, pp. 478-479).

If the membership approves amendments to the proposed by-laws, the amendments must be made, even if it means postponing the adoption of the by-laws until the next meeting. Once the membership is satisfied with each article of the by-laws, the by-laws can be ratified in total. Finally, if an association is incorporated or plans to become incorporated, such amendments to the by-laws or the by-laws in total are not valid until accepted by the Registrar of Companies.

CONCLUSION

After examining the legislation from across Canada regarding the incorporation of non-profit organizations, the supplementary material received from the various government departments concerned with consumer and corporate affairs and fitness and amateur sport, the supplementary material received from those agencies or federations that serve as a unifying force or as an administrative centre for amateur sport associations, and finally the constitutions and by-laws of fifty-five amateur sport governing associations in Alberta, certain factors become very obvious. Firstly, the pieces of legislation treated the subject differently. Secondly,

the limited supplementary material received from the government departments and the sports agencies or federations emphasized the lack of literature available to nonprofit organizations concerned with the development and maintenance of constitutions and by-laws. Thirdly, the wide variation in the fifty-five constitutions and by-laws accentuated the individuality and uniqueness of each of the associations. Fourthly, the fact that no matter how comprehensive the guidelines and suggested strategies utilized by an association, there may be an area which is unique to an association and thus are not included in existing guidelines and strategies.

Chapter V of this study has provided amateur sport organizations that are contemplating incorporation with a set of guidelines and suggested strategies that are far more comprehensive and self-explanatory than any of those previously supplied as 'supplementary material'. It is hoped that this study will prove to be of some assistance to many of the nonprofit amateur sport associations in Alberta who are developing or maintaining constitutions or by-laws.

RECOMMENDATIONS:

It is recommended that:

1. Similar studies should be undertaken in the other provinces of Canada. These studies would focus upon the particular legislation of the province and the existing constitutions and by-laws of the sport governing associations of the province.

2. The guidelines and strategies developed in this study should be used to help the amateur sport associations of Alberta develop and maintain their constitution and by-laws.

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APPENDIX I

ADDITIONAL TABULATIONS

OF

THE PIECES OF LEGISLATION

TABLE 31

SHORT TITLE FOR LEGISLATIONS

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
A. ABBREVIATED NAME FOR LEGISLATION	.	.				.					.	.	.

TABLE 32

CAPACITY AND POWERS OF ASSOCIATION

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
A. CORPORATION HAS RIGHTS OF INDIVIDUAL	.												
B. MAY POSSESS PROPERTY AND IMPROVE SUCH		.	.				.		.	.	.	.	.
C. MAY EMPLOY PERSONS			.										
D. MAY SUE AND BE SUED			.				.		.				
E. MEMORANDUM OF ASSOCIAICON MUST CONFORM WITH TERMS OF RESOLUTION OF COMPANY			.										
F. MAY BORROW, RAISE AND SECURE PAYMENT OF MONEY		.					.		.		.	.	.
G. SUBSCRIBE OR BECOME A MEMBER OF ANOTHER COMPANY							.				.		
H. BY-LAWS NEED NOT BE PASSED TO CONFER POWER ON CORPORATION OR DIRECTORS	.												
I. MUST NOT CARRY ON OR EXERCISE POWERS RESTRICTED BY ARTICLES	.												
J. FUNDS MUST BE USED ONLY IN ACCORDANCE WITH BY-LAWS		.					.				.		.
K. MAY ALTER MEMORANDUM							.					.	
L. MAY MAKE BY-LAWS TO PROVIDE FOR:													
1. TERMS OF ADMISSION				.				.			.	.	
2. AUTHORITY OF DIRECTORS, OFFICERS AND AGENTS	.												
3. CLASSES OF MEMBERS											.		
4. CONDITIONS OF WITHDRAWAL				.							.	.	
5. PAYMENT AND COLLECTION OF MEMBERSHIP FEES				.				.			.		
6. AMOUNT OF FINES AND HOW IMPOSED											.		
7. TIME, PLACE AND MANNER OF CALLING AND CONDUCTING MEETINGS				.				.			.	.	
8. QUORUMS OF MEMBERS				.				.			.	.	

TABLE 32 (CONT'D)

CAPACITY AND POWERS OF ASSOCIATION

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
9. RIGHTS OF MEMBERS OF DIFFERENT CLASSES TO VOTE											•		
10. CONDITIONS UNDER WHICH MEMBERS ARE ENTITLED TO BENEFITS OF SOCIETY											•		
11. TERMS OF CONTRACT BETWEEN MEMBERSHIP AND SOCIETY											•		
12. ELECTIONS, TERMS OF OFFICE, REMOVAL OF DIRECTORS, DUTIES, ETC.				•				•			•	•	
13. APPOINTMENT OF AUDITORS											•	•	
14. ESTABLISHMENT OF BRANCH SOCIETIES											•		
15. DIVISION OF TERRITORIES WHERE MEMBERS ARE LOCATED INTO DISTRICTS				•				•			•		
16. METHOD OF ARBITRATION											•		
17. DISPOSAL OF ASSETS ON DISSOLUTION											•		
18. SEAL OF SOCIETY											•	•	•
19. MAKING OF CONTRACTS											•		•
20. ISSUE OF MEMBERSHIP CARDS AND CERTIFICATES				•				•					
21. TRANSFER OF MEMBERSHIP				•				•					
22. QUALIFICATION OF AND REMUNERATION OF DIRECTORS AND 'EX-OFFICIO' DIRECTORS IF ANY				•				•					
23. THE EXERCISING OF BORROWING POWERS												•	
24. PREPARATION AND CUSTODY OF MINUTES AND OTHER BOOKS OF THE SOCIETY												•	
25. TIME AND PLACE WHEN BOOKS AND RECORDS MAY BE INSPECTED BY MEMBERS												•	
26. DATE OF END OF FISCAL YEAR, AT LEAST 'X' DAYS PRIOR TO CALLING OF ANNUAL MEETING												30	
27. PROCEDURE AT MEETINGS				•									

TABLE 33

MEMBERS OF ASSOCIATIONS

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
A. MINORS ('X' YEARS) LIABLE TO FULL MEMBERSHIP FEES		<18	<19				<21				<21	<19	<21
B. BY-LAWS MAY PROVIDE FOR MORE THAN ONE CLASS AND PRIVILEGES	•							•					
C. MEMBERS BOUND BY BY-LAWS											•		
D. 1. ONE CLASS, AT LEAST, MUST HAVE VOTING POWER	•												
2. EVERY MEMBER SHALL HAVE ONE VOTE	•						•	•			•		•
3. MEMBERS MUST BE OF GOOD STANDING TO VOTE											•		•
4. PROXIES VALID FOR ONLY ONE MEETING - NO PERMANENT PROXIES							•						•
5. MAY BE INDIRECT VOTING	•												
6. NO VOTING BY PROXY											•		
E. NO LIMIT TO NUMBER OF MEMBERS				•				•					
F. MEMBERS SHALL BE SUBSCRIBERS TO MEMORANDUM							•						
G. 1. MEMBERS MAY BE FINED ('X' DOLLARS)		<5					≤5						
2. MEMBERS MAY BE DISCIPLINED	•												
H. 1. DIRECTORS MAY ADMIT ANYONE AS A MEMBER	•												
2. PERSONS ADMITTED TO MEMBERSHIP BY RESOLUTION OF BOARD OF DIRECTORS, BUT BY-LAWS MAY PROVIDE THAT SUCH RESOLUTION IS NOT EFFECTIVE UNTIL CONFIRMED BY MEMBERS AT A GENERAL MEETING				•				•					
3. MEMBERSHIP CERTIFICATES MAY BE ISSUED	•												
I. MEMBERSHIP NOT TRANSFERABLE	•				•						•		
J. CONDITIONS OF MEMBERSHIP									•				
K. WHETHER OR HOW MEMBERS MAY WITHDRAW									•				

TABLE 33 (CONT'D)

MEMBERS OF ASSOCIATIONS

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
L. TERMINATION OF MEMBERSHIP RECORDED IN REGISTRY	•				•								•
M. RIGHTS AND PRIVILEGES CEASE TO EXIST ON TERMINATION OF MEMBERSHIP	•												
N. MEMBERS HAVE RIGHT TO FAIR HEARING	•												
O. DISPUTES BETWEEN MEMBERS AND SOCIETY SETTLED BY ARBITRATION		•									•		
P. IF DELEGATES APPOINTED BY MEMBERS, THEN ONLY 1 VOTE PER QUESTION											•		
Q. SOCIETY MUST KEEP A REGISTER OF MEMBERS			•		•								•
R. PAYMENT TO WRONG PERSON											•	•	
S. EXEMPTION OF BENEFITS OF MEMBERS FROM CHAINS OF CREDITORS											•	•	
T. MEMBERS NOT LIABLE								•					
U. BY-LAWS MAY PROVIDE THAT MEMBERS BE ADMITTED 'EX-OFFICIO'				•									

TABLE 34

MEETINGS OF ASSOCIATIONS

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
A. 1. PLACE OF MEETING - OUTLINED IN BY-LAWS OR DECIDED BY DIRECTORS	•							•		•			•
2. HOLD ANNUAL GENERAL MEETING IN PROVINCE		•	•				•	•			•	•	•
B. DIRECTORS CALL ANNUAL MEETING:													
1. FIRST ONE WITHIN 'X' MONTHS FOLLOWING INCORPORATION	<18		<15					<18					
2. SUBSEQUENTLY AT LEAST EVERY 'X' MONTHS	<15		<15					<15			<12		
C. 1. NOTICE OF PLACE AND TIME OF MEETING	>21 <50									>10			
GIVEN TO: 2. EACH MEMBER ENTITLED TO VOTE	•		≥14					≥10					
3. EACH DIRECTOR	•												
4. AUDITOR	•												
D. DIRECTORS MAY CALL A SPECIAL MEETING OF MEMBERS	•									≥10			
E. 1. NOTICE MAY BE GIVEN BY PUBLICATION IF MORE THAN 'X' MEMBERS	>500												
2. MEMBERS MAY WAIVE OR REDUCE NOTICE PERIOD FOR A PARTICULAR MEETING BY UNANIMOUS CONSENT IN WRITING			•										
F. RECORD DATE MUST BE FIXED, TO DETERMINE MEMBERS TO BE NOTIFIED	•												
G. IF MEETING ADJOURNED, NO NEED FOR NEW NOTICE UNLESS 'X' DAYS LAPSE	30												
H. ALL BUSINESS AT SPECIAL MEETING IS SPECIAL BUSINESS	•												
I. NOTICE OF MEETING OF MEMBERS AT WHICH SPECIAL BUSINESS IS TO BE TRANSACTED SHALL STATE: 1. NATURE OF BUSINESS	•												
2. TEXT OF ANY SPECIAL RESOLUTION	•												
J. WAIVER OF NOTICE	•												

TABLE 34 (CONT'D)

MEETINGS OF ASSOCIATIONS

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
K. MEMBERS ENTITLED TO VOTE AT ANY MEETING MAY:													
1. SUBMIT NOTICE OF ANY PROPOSAL HE MAY RAISE AT MEETING	•												
2. DISCUSS ANY MATTER IN RESPECT OF WHICH HE WOULD HAVE BEEN ENTITLED TO SUBMIT A PROPOSAL	•												
L. NOTICE OF PROPOSAL MUST BE GIVEN	•												
M. PROPOSAL MAY INCLUDE NOMINATION FOR DIRECTOR	•												
N. CORPORATION MUST PREPARE A LIST OF MEMBERS	•												
O. 1. QUORUM - NO NUMBER	•									•			
2. OPENING QUORUM SUFFICIENT	•												
3. IF QUORUM NOT PRESENT AT OPENING, MEETING ADJOURNED	•												
P. VOTING BY SHOW OF HANDS UNLESS BALLOT DEMANDED	•												
Q. RESOLUTION IN LIEU OF MEETING	•												
R. 1. MEMBERS MAY REQUISITION DIRECTORS TO CALL A MEETING	⩾5%		⩾10%							>10			
2. REQUISITION MUST STATE THE BUSINESS AND BE SENT TO EACH DIRECTOR	•		•							•			
3. UPON RECEIPT DIRECTORS CALL MEETING	•												
4. IF DIRECTORS FAIL TO CALL MEETING WITHIN 'X' DAYS, ANY MEMBER WHO SIGNED REQUISITION MAY CALL IT	21		•							20			
S. COURT MAY CALL MEETING IF DIRECTED TO BY DIRECTORS	•		•										
T. COURT MAY REVIEW ELECTION PROCEDURES IF ASKED	•												

TABLE 34 (CONT'D)

MEETINGS OF ASSOCIATIONS

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
U. STATEMENT IN FORM OF BALANCE SHEET, MUST BE FILED WITH REGISTRAR WITHIN 'X' DAYS AFTER MEETING		14					14					14	30
V. ALL QUESTIONS DETERMINED BY A MAJORITY VOTE								•					
W. 1. CHAIRMAN MAY ADJOURN MEETING SUBJECT TO CONDITIONS DECIDED BY MEETING								•					
2. PRESIDENT, OR IN HIS ABSENCE THE VICE-PRESIDENT, SHALL CHAIR MEETINGS								•		•			•
3. IF NEITHER PRESENT AFTER 15 MINUTES, MEMBERS ELECT CHAIR FROM AMONG THEMSELVES								•		•			
X. DECLARATION BY CHAIRMAN OF MOTION CARRIED PROVIDES 'PRIMA FACIE' PROOF								•		•			
Y. NOTICE DEEMED SENT ON DAY POSTED										•			

TABLE 35

VOTING IN ASSOCIATIONS

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
A. 1. EACH MEMBER ENTITLED TO ONE VOTE UNLESS OTHERWISE STATED	•		•	•				•		•	•		•
2. VOTING BY SHOW OF HANDS UNLESS BALLOT DEMANDED	•												
3. BALLOT MAY BE DEMANDED EITHER BEFORE OR AFTER SHOW OF HANDS	•												
B. 1. PROXY MAY BE GIVEN TO A NON-MEMBER	•							•					
2. PROXY EXERCISED BY MEMBER OR HIS ATTORNEY AUTHORIZED IN WRITING	•												
3. PROXY VALID ONLY AT MEETING IN RESPECT OF WHICH IT IS GIVEN OR ANY ADJUSTMENT THEREOF	•		•				•						•
4. MEMBER MAY REVOKE PROXY	•												
5. PROXY FORM IN PRESCRIBED FORM	•												
6. NO VOTING BY PROXY											•		
7. PROXY HOLDER MUST COMPLY WITH DIRECTIONS OF MEMBER WHO APPOINTED HIM	•												
8. MAY USE MAIL BALLOT	•												
C. MUST BE A MEMBER IN GOOD STANDING IN ACCORDANCE WITH BY-LAWS TO BE ABLE TO VOTE			•										•
D. SOCIETY MAY HAVE NON-VOTING MEMBERS BUT THEIR NUMBER SHALL NOT EXCEED VOTING MEMBERS			•										
E. SUBJECT TO BY-LAWS, A CORPORATION ADMITTED AS A MEMBER OF A SOCIETY MAY BY REPRESENTED BY A PERSON AUTHORIZED ON BEHALF OF THE CORPORATION			•										
F. CHAIRMAN MAY HAVE DECIDING VOTE										•			

TABLE 36

CHANGE OF NAME, AMENDMENTS AND AMALGAMATIONS OF ASSOCIATIONS

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
A. ARTICLES OF INCORPORATION MAY BE AMENDED TO										•			
1. CHANGE ITS NAME (MAJORITY REQUIRED)	•	•	•			•	•	•	•	2/3	•	•	•
2. CHANGE PLACE OF REGISTERED OFFICE	•										•	•	•
3. ALTER OBJECTIVES		•	•				•	•	•			•	•
4. ADD, CHANGE OR REMOVE ANY ACTIVITIES IT CARRIES ON THAT ARE NOT LEGALLY PROHIBITED	•												
5. CHANGE MAXIMUM NUMBER OF MEMBERSHIP INTERESTS	•												
6. INCREASE OR DECREASE THE NUMBER OR MAXIMUM OR MINIMUM NUMBER OF DIRECTORS	•												
7. ALLOW FOR TRANSFERABILITY OF MEMBERSHIP INTERESTS	•												
8. ADD, CHANGE OR REMOVE PROVISIONS RELATING TO THE DISPOSAL OF THE PROPERTY OF THE CORPORATION UPON LIQUIDATION OR DISSOLUTION	•												
9. ADD, CHANGE OR REMOVE ANY OTHER PROVISIONS PERMITTED BY ACT	•							•					
B. PROPOSAL TO AMEND MUST BE SUBMITTED	•									•			
C. NO RESCISSION OR ALTERATION OF, OR ADDITION TO A BY-LAW HAS EFFECT UNTIL REGISTERED BY REGISTRAR		•				•				•	•		
D. AMENDED ARTICLES MUST BE SENT IN PRESCRIBED FORM TO DIRECTOR	•		•			•						•	•
E. BY-LAWS MAY BE CHANGED BY A SPECIAL RESOLUTION			•				•				•		
F. NOTICE OF MEETING WHERE PROPOSAL TO AMEND WILL BE GIVEN MUST BE SENT OUT	•												
G. UPON RECEIPT DIRECTOR (REGISTRAR) WILL ISSUE CERTIFICATE OF AMENDMENT	•		•			•	•				•	•	

TABLE 36 (CONT'D)

CHANGE OF NAME, AMENDMENTS AND AMALGAMATIONS OF ASSOCIATIONS

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
H. CERTIFICATE EFFECTIVE FROM DATE SHOWN ON IT	•		•										
I. DIRECTORS MAY WHEN SO DIRECTED BY DIRECTOR (REGISTRAR) RESTATE ARTICLES	•												
J. 1. CORPORATIONS MAY AMALGAMATE	•					•		•					
2. TERMS OF AMALGAMATION AGREEMENT MUST BE SET OUT	•							•					
3. MEMBERS MUST APPROVE OF AMALGAMATION	•		•					•					•
4. NEW ARTICLES OF AMALGAMATION MUST BE SENT TO DIRECTOR (REGISTRAR)	•							•					
5. AMALGAMATION TAKES EFFECT ON DATE SHOWN ON CERTIFICATE	•												
K. NOTICE OF AMENDMENT MUST BE PUBLISHED		•	•					•			•	•	•
L. CHANGE OF NAME DOES NOT AFFECT ANY RIGHT OR OBLIGATION OF THE SOCIETY			•					•	•	•	•	•	•
M. CHANGE OF NAME DOES NOT RENDER DEFECTIVE ANY LEGAL PROCEEDINGS BY OR AGAINST SOCIETY			•										
N. REGISTERED SOCIETY BY SPECIAL RESOLUTION MAY DETERMINE TO TURN ITSELF INTO COMPANY						•		•					

TABLE 37

REGISTERED OFFICE AND RECORDS OF ASSOCIATIONS

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
A. REGISTERED OFFICE IN PLACE IN CANADA, AS SPECIFIED IN ARTICLES	•	•				•	•	•		•		•	•
B. NOTICE OF REGISTERED OFFICE SENT TO DIRECTOR (REGISTRAR)	•					•							
C. 1. ADDRESS OF REGISTERED OFFICE MAY BE CHANGED	•					•							
2. NOTICE OF SUCH CHANGE SENT TO DIRECTOR (REGISTRAR) WITHIN 'X' DAYS OF CHANGE	15					•	14					•	14
D. CORPORATE RECORDS HELD AND MAINTAINED AT REGISTERED OFFICE OR ANY OTHER PLACE DESIGNATED IN ARTICLES OR BY-LAWS	•												
E. MEMBERS HAVE ACCESS TO RECORDS DURING NORMAL BUSINESS HOURS	•								•				
F. MEMBERS ENTITLED TO, ON REQUEST, WITHOUT CHARGE, ONE COPY OF ARTICLES AND BY-LAWS	•	50¢				25¢						50¢	50¢
G. ANY MEMBER UPON PAYMENT OF REASONABLE FEE AND REQUEST MAY RECEIVE A LIST OF MEMBERS	•												
H. RECORDS SO KEPT SO THAT ANY REQUIRED INFORMATION MAY BE PRODUCED IN A REASONABLE TIME IN INTELLIGIBLE WRITTEN FORM	•												
I. REASONABLE PRECAUTIONS TAKEN TO PREVENT LOSS, DESTRUCTION, FALSIFICATION AND TO FACILITATE DETECTION AND CORRECTION OF INACCURACIES OF RECORDS	•												
J. ABSENCE OF CORPORATE SEAL DOES NOT NECESSARILY INVALIDATE	•												
K. SOCIETY WILL KEPP REGISTER OF MEMBERS			•				•		•		•		
L. COST OF REGISTRATION OF CORPORATE NAME									$10				
M. RECORDS SHALL CONTAIN LETTERS PATENT AND ALL BY-LAWS									•				
N. REGISTRAR MAY CANCEL OR SUSPEND THE REGISTRY OF A SOCIETY					•								

TABLE 37 (CONT'D)

REGISTERED OFFICE AND RECORDS OF ASSOCIATIONS

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
0. REGISTER OF MEMBERS WILL CONTAIN:													
1. NAMES, ADDRESSES AND OCCUPATION OF EVERY SUBSCRIBER										•	•		•
2. DATE OF ADMISSION										•	•		•
3. DATE OF CESSATION										•	•		•

TABLE 38

RULES FOR ASSOCIATIONS

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
A. RULES OR ANY SCHEDULE MAY SET FORTH THE FORM OF ANY INSTRUMENT NECESSARY FOR CARRYING PURPOSES OF SOCIETY INTO EFFECT						•							
B. RULES PROVIDE FOR PROFITS BEING APPROPRIATED TO ANY PURPOSE STATED THEREIN						•							

TABLE 39

AUDIT OF ASSOCIATIONS

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
A. AUDITOR:													
1. DIRECTORS APPOINT FIRST AUDITOR, HOLDS OFFICE UNTIL END OF FIRST ANNUAL MEETING			•					•					
2. AUDITOR APPOINTED AT EACH GENERAL MEETING, TO HOLD OFFICE UNTIL THE NEXT, IF NO APPOINTMENT MADE THEN, THAT AUDITOR IN OFFICE CONTINUES UNTIL SUCCESSOR APPOINTED			•					•					
3. DIRECTORS MAY FILL VACANCY AMONG AUDITORS			•					•					
4. COURT MAY APPOINT AUDITOR			•					•					
5. SOCIETY NOTIFY AUDITOR IN WRITING OF APPOINTMENT			•					•					
B. PROFESSIONAL QUALIFICATIONS			•					•					
C. PERSONS NOT QUALIFIED AS AUDITORS			•										
D. REMUNERATION			•					•					
E. INCUMBENT AUDITOR			•										
F. REMOVAL OF AUDITOR			•					•					
G. ANNUAL AUDIT			•			•		•					
H. MEMBERS MAY REQUIRE AUDITOR TO ATTEND MEETING			•										
I. INQUIRIES OF AUDITOR			•										
J. READING REPORT			•										
K. AMENDMENTS OF FINANCIAL STATEMENTS AND REPORTS			•										
L. AUDITOR HAS ACCESS TO RECORDS AT ALL TIMES			•			•							
M. POWERS OF AUDITOR			•										
N. RIGHT TO ATTEND			•					•					
O. DEFAMATION			•										

TABLE 40

LIQUIDATION AND DISSOLUTION OF ASSOCIATIONS

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
A. IF BODY CORPORATE DISSOLVED ANY I INTERESTED PERSON MAY APPLY TO HAVE IT REVIVED	•												•
B. 1. CORPORATION THAT HAS NOT ISSUED SECURITIES MAY BE DISSOLVED AT ANY TIME BY RESOLUTION OF THE DIRECTORS	•												
2. SOCIETY THAT HAS FAILED FOR 2 YEARS (CONSECUTIVE) TO FILE A REPORT, ETC., OR ANY OTHER REASONABLE CAUSE FOR THE REGISTRAR TO BELIEVE THAT A SOCIETY IS NOT IN OPERATION IS SUFFICIENT TO REMOVE IT FROM REGISTER							•		3	•	•	•	•
3. DIRECTORS AND MEMBERS ENTITLED TO VOTE MAY PROPOSE LIQUIDATION AND DISSOLUTION OF CORPORATION	•					3/4							
4. NOTICE OF ANY MEETING FOR ABOVE PURPOSE MUST CONTAIN TERMS OF DISSOLUTION	•												
5. SOCIETY BY EXTRA-ORDINARY RESOLUTION MAY SURRENDER ITS CERTIFICATE OF INCORPORATION		•					•				•	•	•
C. 1. STATEMENT OF INTENT TO DISSOLVE IN PRESCRIBED FORM SENT TO DIRECTOR	•												
2. DIRECTOR ISSUES CERTIFICATE OF INTENT TO DISSOLVE	•	•											
D. 1. CORPORATE EXISTENCE OF SOCIETY CONTINUES UNTIL DIRECTOR ISSUES CERTIFICATE OF DISSOLUTION	•											•	
2. UPON RECEIPT OF CERTIFICATE OF DISSOLUTION, LIEUT.-GOVERNOR MAY:													
i. REVOKE AND CANCEL THE INCORPORATION OF SOCIETY		•											
ii. DECLARE THE SOCIETY TO BE DISSOLVED		•											
E. 1. DISSOLUTION BY DIRECTOR	•									•			
2. GROUNDS FOR DISSOLUTION	•												

TABLE 40 (CONT'D)

LIQUIDATION AND DISSOLUTION OF ASSOCIATIONS

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
F. 1. APPLICATION FOR SUPERVISION OF LIQUIDATION AND DISSOLUTION	•												
2. APPLICATION TO COURT WILL STATE REASONS, VERIFIED, WHY CORPORATION SHOULD BE LIQUIDATED AND DISSOLVED	•												
3. POWER OF COURT WHEN ORDERING LIQUIDATION	•												
4. LIQUIDATION COMMENCES WHEN COURT MAKES ORDER THEREFOR	•												
5. ONCE COURT MAKES ORDER, CESSATION OF ACTIVITIES AND POWERS OF CORPORATION	•												
6. COURT MAY APPOINT LIQUIDATOR	•												
7. PROPERTY OF CORPORATION UNDER COURT CONTROL UNTIL LIQUIDATOR APPOINTED	•												
8. UPON REVOCATION OF CORPORATION LIEUT.-GOVERNOR MAY APPOINT LIQUIDATOR		•											
G. 1. DUTIES OF LIQUIDATOR	•												
2. POWERS OF LIQUIDATOR	•	•											
3. COSTS OF LIQUIDATION	•												
4. AFTER PAYMENT OF ALL CLAIMS OR MAKING REASONABLE PROVISION TO PAY, LIQUIDATOR SHALL DISTRIPUTE REMAINING PROPERTY IN CORRECT MANNER	•												
H. PERSON ENTRUSTED WITH RECORDS OF LIQUIDATED COMPANY LIABLE TO PRODUCE RECORDS UP TO 6 YEARS FOLLOWING	•												
I. ALL PROPERTY DUE TO UNKNOWN MEMBER OR CREDITOR WHO CANNOT BE FOUND FOLLOWING LIQUIDATION, CONVERTED TO CASH AND PAID TO RECEIVER GENERAL	•	•											
J. VESTING IN CROWN	•												
K. PERSON/S ATTEMPTING TO CARRY ON AFFAIRS OF LIQUIDATED COMPANY LIABLE TO FINE NOT EXCEEDING 'X' DOLLARS		500						200			•		

TABLE 40 (CONT'D)

LIQUIDATION AND DISSOLUTION OF ASSOCIATIONS

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
L. SAME PROCEDURES AS USED IN COMPANIES ACT APPLY FOR RESTORATION AND WINDING UP OF COMPANIES		•	•				•						•
M. PREPAID DUES, PAID IN ADVANCE FOR PERIOD EXTENDING BEYOND APPOINTMENT OF LIQUIDATION, TREATED AS DEBT			•										
N. 1. BY-LAW MAY BE PASSED ALLOWING FOR THE DISTRIBUTION OF ALL ASSETS TO CHARITABLE ORGANIZATIONS OR ORGANIZATIONS WHOSE OBJECTS ARE BENEFICIAL TO COMMUNITY FOLLOWING DISSOLUTION AND PAYMENT OF DEBTS								•					
2. SUCH LAW NOT EFFECTIVE UNTIL APPROVED BY 'X' VOTES MAJORITY AT A GENERAL MEETING								2/3					
3. NOTICE OF SUCH LAW MUST BE PUBLISHED								•		•			
4. FAILURE TO PUBLISH RESULTS IN A FINE NOT EXCEEDING '$X'								200					
5. IF NO SUCH LAW, ASSETS DIVIDED EQUALLY AMONG MEMBERS								•					
O. LIABILITY OF ALL CONTINUES AFTER DISSOLUTION						•			•	•			
P. PROVISIONS AS TO INSTRUMENT OF DISSOLUTION						•							

TABLE 41

FINANCIAL AFFAIRS OF ASSOCIATIONS

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
A. DIRECTORS SUPPLY MEMBERS WITH FINANCIAL STATEMENT AT EACH A.G.M.	•							•	•			•	
B. CORPORATION MAY APPLY TO DIRECTOR (REGISTRAR) FOR AUTHORIZATION TO OMIT CERTAIN PRESCRIBED ITEMS FROM ITS FINANCIAL STATEMENT	•												
C. CORPORATION KEEPS AT REGISTERED OFFICE FINANCIAL STATEMENTS OF ALL ASSOCIATED BODIES	•												
D. DIRECTORS APPROVE FINANCIAL STATEMENTS, EVIDENCED BY 1 OR MORE SIGNATURES	≥ 1		≥ 2									≥ 2	
E. CORPORATION SHALL CIRCULATE TO MEMBERS COPIES OF ALL STATEMENTS NOT LESS THAN 'X' DAYS PRIOR TO A.G.M.	21		10										
F. COPIES OF ALL STATEMENTS SENT TO DIRECTOR NOT LESS THAN 'X' DAYS PRIOR TO MEETING	21							•					
G. FUNDS AND PROPERTY OF SOCIETY USED AND DEALT WITH ONLY FOR ITS PURPOSES AND IN ACCORDANCE WITH BY-LAWS			•										
H. SOCIETY MAINTAIN AT LEAST ONE ACCOUNT WITH CHARTERED BANK, CREDIT UNION, ETC.			•										
I. SOCIETY SHALL NOT ACQUIRE, CAUSE TO BE INCORPORATED, OR DISPOSE OF ITS CONTROL OF A SUBSIDIARY WITHOUT THE SANCTION OF A SPECIAL RESOLUTION			•										
J. SOCIETY SHALL KEEP PROPER ACCOUNTING RECORDS			•										
K. UNLESS OTHERWISE PROVIDED IN BY-LAWS, DOCUMENTS OF SOCIETY OPEN TO INSPECTION BY A DIRECTOR OR MEMBER ON REASONABLE NOTICE			•										
L. DIRECTOR'S REPORT SHALL CONTAIN													
1. PROFIT AND LOSS OF PERIOD								•			•		•
2. SURPLUS FOR SUCH PERIOD								•				•	
3. BALANCE SHEET AS AT END OF SUCH PERIOD								•			•	•	•

TABLE 41 (CONT'D)

FINANCIAL AFFAIRS OF ASSOCIATIONS

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
4. AUDITOR'S REPORT								•					
M. FINANCIAL STATEMENT FILED WITHIN 'X' DAYS AFTER ANNUAL MEETING							14				21	14	30

TABLE 42

EXTRA-PROVINCIAL (TERRITORIAL) AND BRANCH SOCIETIES

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
A. 1. SOCIETY MAY ESTABLISH OR MAINTAIN ONE OR MORE BRANCH SOCIETIES		.											
2. BRANCH SOCIETY SHALL HAVE POWERS NOT EXCEEDING POWERS OF THE SOCIETY		.											
B. NOTICE MUST BE SENT TO REGISTRAR AS SOON AS BRANCH SOCIETY ESTABLISHED		.											
C. NOTICE WILL INCLUDE:													
1. DATE BRANCH SOCIETY AUTHORIZED		.											
2. TITLE, LOCALITY AND POWERS OF BRANCH SOCIETY		.											
3. ANY OTHER INFORMATION REGISTRAR REQUIRES		.											
4. VERIFIED COPY OF AMENDMENTS WITHIN 'X' MONTHS AFTER AMENDED			.										1
5. NOTICE OF ADDRESSES			.										.
6. FINANCIAL STATEMENT AND ANNUAL REPORT			.										.
D. NOTICE ALSO GIVEN WHEN SOCIETY CEASES TO EXIST		.											
E. 1. EXTRA-PROVINCIAL SOCIETY MAY APPLY FOR REGISTRATION			.										.
2. REGISTRATION OF SUCH MUST FOLLOW FORM PRESCRIBED BY REGISTRAR			.										.
F. 1. REGISTRAR MAY ISSUE CERTIFICATE SHOWING SOCIETY IS REGISTERED			.										.
2. REGISTRAR MAY ATTACH LIMITATIONS AND CONDITIONS TO CERTIFICATE			.										.
3. REGISTRAR MAY REFUSE REGISTRATION			.										.
G. REGISTRAR MAY REQUIRE EXTRA-PROVINCIAL SOCIETY TO APPOINT ATTORNEY			.										.
H. REGISTRATION MAY BE SUSPENDED OR REVOKED			.										.
I. NO PERSON SHALL ACT AS AGENT			.										.

TABLE 42 (CONT'D)

EXTRA-PROVINCIAL (TERRITORIAL) AND BRANCH SOCIETIES

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
J. UNREGISTERED EXTRA-PROVINCIAL SOCIETY UNABLE TO MAINTAIN A PROCEEDING IN COURT OR TO HOLD OR ACQUIRE LAND			•										•
K. REGISTRATION MAY BE CANCELLED ONCE NOTICE SOCIETY HAS CEASED TO EXIST IS RECEIVED BY REGISTRAR			•										
L. NOTIFICATION OF CERTIFICATION PUBLISHED IN 'GAZETTE'													•
M. SOCIETY MUST SUPPLY REGISTRAR WITH ANNUAL DIRECTOR'S LISTS													•

TABLE 43

EXISTING SOCIETIES

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
A. PROCEDURE PRIOR TO APPLICATION FOR REGISTRATION BY EXISTING COMPANY						•							
B. APPLICATION FOR REGISTRATION - SUBMIT:						•							
1. LIST WITH NAMES AND ADDRESSES OF ALL PREVIOUS MEMBERS						•							
2. NAMES OF DIRECTORS						•							
3. COPY OF ANY ACT OF LEGISLATURE OR OTHER INSTRUMENT CONSTITUTING OR REGULATING THE COMPANY						•							
4. STATEMENT OF INTENTION IF IT IS TO BE A COMPANY LIMITED						•							
5. MEMORANDUM OF ASSOCIATION						•							
C. POWERS OF EXISTING COMPANIES TO VERY OBJECTS, ETC., UPON REGISTRATION						•							
D. CERTIFICATE OF REGISTRATION						•							
- EVIDENCE OF COMPLIANCE WITH ACT						•							
E. TRANSFER OF PROPERTY						•							
F. REGISTRATION NOT TO AFFECT PREVIOUSLY UNSERVED OBLIGATIONS						•							
G. CONTINUATION OF EXISTING ACTIONS						•							
H. REGISTRATION OF EXISTING ASSOCIATIONS						•							
I. THIS LEGISLATION IS APPLICABLE TO EXISTING SOCIETIES											•	•	

TABLE 44

REMEDIES, OFFENCES AND PENALTIES

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
A. OFFENCES:													
1. FAILURE TO GIVE NOTICE, SEND A RETURN OR DOCUMENT, ETC.						.					.		
2. WILFULLY NEGLECT OR REFUSE TO DO ANY ACT OR FURNISH ANY INFORMATION REQUIRED FOR PURPOSES OF THIS ACT						.					.		
3. WILFULLY FURNISH A FALSE OR INSUFFICIENT REPORT						.					.		
4. CARRY ON BUSINESS OF BANKING						.							
B. GENERAL PENALTY (NOT EXCEEDING 'X' DOLLARS)		100				25	100			50 ↓ 100	100	100	500
C. 1. COMMENCING DERIVATIVE ACTION	.												
2. CONDITIONS PRECEDENT	.												
D. POWERS OF COURT	.												
E. 1. APPLICATION TO COURT REGARDING OPPRESSION	.												
2. GROUNDS	.												
3. POWERS OF COURT	.												
4. DUTIES OF DIRECTORS	.												
F. 1. EVIDENCE OF MEMBER APPROVAL NOT DECISIVE	.												
2. COURT APPROVAL TO DISCONTINUE	.												
3. NO SECURITY FOR COSTS	.												
4. INTERIM COSTS	.												
G. 1. APPLICATION TO COURT TO RECTIFY RECORDS	.												
2. NOTICE TO DIRECTOR	.												
3. POWERS OF COURT	.												
H. APPLICATIONS FOR DIRECTIONS	.												

TABLE 44 (CONT'D)

REMEDIES, OFFENCES AND PENALTIES

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
I. 1. NOTICE OF REFUSAL BY DIRECTOR	.												
2. DEEMED REFUSAL	.												
J. APPEAL FROM DECISION OF DIRECTOR	.												
K. RESTRAINING OR COMPLIANCE ORDER	.												
L. SUMMARY APPLICATION TO COURT	.												
M. APPEAL	.												
N. OFFENCES WITH RESPECT TO REPORTS	.												
O. OFFENCE	.									.			
P. 1. ORDER TO COMPLY	.												
2. TIME LIMIT FOR PROCEEDINGS (YEARS)	2												
3. CIVIL REMEDY NOT AFFECTED	.												
Q. LIABILITY OF OFFICERS OR COMMITTEE						.							
R. FRAUD OR MISAPPROPRIATION						.							
S. FALSIFICATION OF ENTRIES						.							
T. OMISSION TO USE NAME OF SOCIETY						.							
U. DELIVERY OF UNREGISTERED RULES						.							
V. RECOVERY OF PENALTIES						.				.			
W. DIRECTORS WHO FAIL TO KEEP BOOK OR REFUSE INSPECTION OF BOOKS TO PERSONS LIABLE TO FINE (NOT EXCEEDING 'X' DOLLARS)									50				

TABLE 45

SERVICE OF DOCUMENTS TO COMPANY

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
A. ANY SUMMONS NOTICE, ORDER OR OTHER PROCESS OR DOCUMENT REQUIRED TO BE SERVED IN THE MANNER PRESCRIBED BY RULES OF SUPREME COURT									•		•		
B. DOCUMENT MAY BE SERVED BY LEAVING IT AT OR SENDING IT BY REGISTERED POST TO THE REGISTERED OFFICE OF SOCIETY, OR BY SERVING ANY DIRECTOR											•		

TABLE 46

RETURNS OF ASSOCIATIONS

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
A. SOCIETY MUST FILE IN DUPLICATE WITH REGISTRAR EVERY EXTRAORDINARY RESOLUTION PASSED		•											
B. SOCIETY SHALL FURNISH REGISTRAR WITH ANY INFORMATION UPON REQUEST		•											
C. EVERY NOTICE, RETURN OR RESOLUTION FILED WITH THE REGISTRAR AUTHENTICATED BY DIRECTOR, SECRETARY OR OTHER AUTHORIZED OFFICER		•										•	
D. SOCIETY MUST SUPPLY REGISTRAR WITH ANNUAL RETURN EVERY YEAR, NO LATER THAN (X DAY/X MONTH)						31/3					31/7		
E. SOCIETY SUPPLY, 'GRATIS', A COPY OF ANNUAL RETURN TO EVERY MEMBER						•							
F. RETURN ACCOMPANIED BY FEE											•		

TABLE 47

CANCELLING AND SUSPENSION OF REGISTRY OF ASSOCIATIONS

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
A. REGISTRAR MAY CANCEL THE REGISTRY OF A SOCIETY BY WRITING UNDER HIS HAND OR SEAL,													
1. IF SATISFIED NUMBER OF MEMBERS BELOW 7, SOCIETY HAS TO CEASE TO EXIST							•						
2. IF HE THINKS FIT AT REQUEST OF SOCIETY							•						
3. WITH APPROVAL OF ATTORNEY GENERAL, IF SOCIETY EXISTS FOR ILLEGAL PURPOSES, OR AFTER NOTICE OF REGISTRAR, WILFULLY VIOLATED ANY PROVISIONS OF ACT							•						
B. 1. SUSPENSION MAY BE FOR 3 MONTHS OR RENEWED							•						
2. 2 MONTHS NOTICE MUST BE GIVEN OF PROPOSED SUSPENSION OR CANCELLING							•						
3. NOTICE PUBLISHED IN GAZETTE							•						
C. SOCIETY MAY APPEAL SUSPENSION OR CANCELLATION							•						

TABLE 48

SETTLEMENT OF DISPUTES WITHIN ASSOCIATIONS

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
A. DISPUTE ARISING OUT OF AFFAIRS OF SOCIETY, BETWEEN A MEMBER THEREOF OR BETWEEN:											•		
1. MEMBER OR PERSON WHO HAS NOT MORE THAN 'X' MONTHS CEASED TO BE A MEMBER; OR											•		
2. PERSON CLAIMING THROUGH SUCH MEMBER OR PERSON OR CLAIMING UNDER THE BY-LAWS											•		
AND SOCIETY OR A DIRECTOR OR OFFICER OF THE SOCIETY, DECIDED BY ARBITRATION											•		

TABLE 49

INVESTIGATION AND SPECIAL PROCEDURES IN ASSOCIATIONS

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
A. 1. ACTIVITIES OF SOCIETY MAY BE INVESTIGATED IF THEY SEEM IRREGULAR			•										•
2. COURT MAY REMEDY THE IRREGULARITIES			•										
3. MEMBER OR DIRECTOR (REGISTRAR) MAY APPLY FOR COURT ORDER TO INVESTIGATE CORPORATION AND ANY OF ITS AFFILIATES	•										•		
4. IF GROUNDS SEEM REASONABLE COURT MAY ORDER INVESTIGATION	•												
5. NOTICE OF SUCH MUST BE GIVEN TO THE DIRECTOR	•												
B. APPLICANT IS NOT REQUIRED TO GIVE SECURITY FOR COSTS	•										•		
C. ALL SUCH HEARINGS HELD IN CAMERA	•												
D. CONSENT TO PUBLISH PROCEEDINGS REQUIRED	•												
E. COURT HAS POWER TO ORDER INVESTIGATION	•												
F. INSPECTOR IN SUCH CASE HAS POWERS AS OUTLINED IN ORDER APPOINTING HIM	•												
G. CRIMINATING STATEMENTS NOT USED IN FURTHER PROSECUTION	•												
H. ORAL OR WRITTEN STATEMENTS BY INSPECTOR OR ANY OTHER PERSON IN AN INVESTIGATION HAVE ABSOLUTE PRIVILEGE	•												
I. NOTHING WILL AFFECT THE SOLICITOR-CLIENT PRIVILEGE	•												
J. DIRECTOR MAY MAKE ANY INQUIRIES OF ANY PERSON	•												
K. FAILURE TO COMPLY WITH INVESTIGATION - GUILTY OF OFFENCE AGAINST ACT											•		•
L. POWERS OF INVESTIGATOR												•	•

TABLE 50

INSPECTION OF BOOKS OF ASSOCIATIONS

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
A. ON PAYMENT OF FEE PERSON MAY INSPECT BOOKS		•								•			
B. UPON APPLICATION OF ONE-TENTH OF WHOLE MEMBERSHIP OR 100 IN A SOCIETY EXCEEDING 1,000, REGISTRAR MAY:					•								
1. APPOINT INSPECTORS TO LOOK INTO SOCIETY AND ITS AFFAIRS					•								
2. CALL A SPECIAL MEETING					•								
C. APPLICATION SUPPORTED BY EVIDENCE			•		•								
D. REGISTRAR MAY REQUIRE APPLICANTS TO GIVE SECURITY					•								
E. ALL EXPENSES DEFRAYED BY MEMBERS APPLYING					•								
F. INSPECTOR MAY EXAMINE RECORDS AND ANY PERSON					•								
G. REGISTRAR MAY DECIDE WHEN TO HOLD A SPECIAL MEETING UNDER THIS SECTION					•								
H. BOOKS OF SOCIETY ARE 'PRIMA FACIE' EVIDENCE									•	•			

TABLE 51

DIRECTORS, OFFICERS AND EXECUTIVE COMMITTEE OF ASSOCIATIONS

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
A. DIRECTORS HAVE POWERS TO MANAGE ACTIVITIES AND AFFAIRS OF CORPORATION	•								•		•		
B. NUMBER OF DIRECTORS	⩾ 1		⩾ 3	⩾ 3					⩾ 3	⩾ 3	•		
C. DIRECTORS MAY MAKE, AMEND OR REPEAL BY-LAWS, UNLESS PROHIBITED BY BY-LAWS, MEMBERS, ETC.	•												
D. AFTER ISSUE OF CERTIFICATE OF INCORPORATION DIRECTORS MUST HAVE AN ORGANIZATIONAL MEETING	•								•				
E. ANY OF THE FOLLOWING DISQUALIFIED FROM BEING A DIRECTOR			•										
1. ANYONE LESS THAN 'X' YEARS	18									21			
2. A PERSON WHO IS NOT AN INDIVIDUAL	•												
3. PERSON WHO HAS THE STATUS OF BANKRUPT	•												
F. NEED NOT NECESSARILY BE A MEMBER OF THE CORPORATION	•	•											
G. USUALLY A RESIDENT OF CANADA (PROVINCE)	•		•				•						
H. NOTICE OF DIRECTORS GIVEN TO DIRECTOR (REGISTRAR)	•	•								•		•	•
I. AT FIRST AND SUBSEQUENT ANNUAL MEETINGS MEMBERSHIP SHALL ELECT BY ORDINARY RESOLUTION DIRECTORS TO A TERM OF OFFICE (NOT EXCEEDING 'X' YEARS)	3		•				•		•		•		
J. 1. SHOULD HAVE STAGGERED TERMS	•												
2. IF NO STATED TERMS, HOLD OFFICE ONLY UNTIL FOLLOWING MEETING OF MEMBERS	•									2 y.			
K. INCUMBENT DIRECTORS	•												
L. VACANCY AMONG CANDIDATES	•												
M. CUMULATIVE VOTING FOR POSITIONS	•												
N. DIRECTOR CEASES TO HOLD OFFICE IF:													
1. DIES OR RESIGNS	•												

TABLE 51 (CONT'D)

DIRECTORS, OFFICERS AND EXECUTIVE COMMITTEE OF ASSOCIATIONS

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
2. REMOVED BY AN ORDINARY RESOLUTION AT SPECIAL MEETINGS	.		.										
3. FAILS TO MEET ALL THE QUALIFICATIONS OF DIRECTOR	.												
O. RESIGNATION EFFECTIVE FROM DATE NOTICE SIGNED OR DATE DESIGNATED	.												
P. MUST ATTEND MEETINGS - ENTITLED TO RECEIVE NOTICE	.												
Q. DIRECTORS MAY FILL VACANCY AMONG DIRECTORS	.									.			
R. MEMBERS MAY ALTER THE NUMBER OF DIRECTORS	.									.			
S. NOTICE OF CHANGE OF DIRECTORS MUST BE GIVEN TO DIRECTOR (REGISTRAR) WITHIN 'X' DAYS AFTER CHANGE	15												
T. DIRECTORS MAY MEET AT ANY PLACE AND TIME, PROVIDED CORRECT NOTICE IS GIVEN	.												
U. INITIAL TERM OF OFFICE IS FROM ISSUE OF CERTIFICATE OF CORPORATION TO FIRST MEETING OF MEMBERS	.		.						.				
V. QUORUM FOR MEETING OF DIRECTORS STATED IN ARTICLES OR BY-LAWS	.							.					
W. ACTIONS OF DIRECTOR OR OFFICER ARE VALID NOTWITHSTANDING ANY IRREGULARITIES	.												
X. DIRECTOR'S LIABILITY (INCLUDING WAGES AND INACCURATE ENTRIES)	.							.	.				
Y. DISCLOSURE OF INTERESTED DIRECTOR CONTRACT	.		.					.			NO		
Z. DIRECTORS MAY APPOINT OFFICERS OF THE CORPORATION AND DELEGATE THEIR RESPONSIBILITIES	.												
AA. DIRECTOR OR MEMBER MAY BE APPOINTED TO ANY OFFICE OF THE CORPORATION	.												
BB. TWO OR MORE OFFICES MAY BE HELD BY THE SAME PERSON	.												

TABLE 51 (CONT'D)

DIRECTORS, OFFICERS AND EXECUTIVE COMMITTEE OF ASSOCIATIONS

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
CC. OFFICER OF CORPORATION, BY VIRTUE OF HIS OFFICE IS A DIRECTOR (EX-OFFICIO)	•			•				•					
DD. 1. DIRECTOR MAY BE A REPPESENTATIVE OF A SPECIFIC ORGANIZATION	•												
2. BUT HE SHALL NOT BE A SALARIED OFFICER	•												
3. NUMBER OF SUCH SHALL NOT EXCEED 1/3 OF THE TOTAL NUMBER OF DIRECTORS	•												
EE. DUTY AND CARE OF DIRECTORS AND OFFICERS	•		•	•						•			
FF. DIRECTOR DEEMED TO HAVE CONSENTED UNLESS HE REGISTERS DISSENT	•												
GG. INDEMNIFICATION	•							•					
HH. REMUNERATION OF DIRECTORS AND OFFICERS	•									•			
II. CORPORATION MUST FURNISH REGISTRAR WITH ALL PARTICULARS OF DIRECTORS UPON REQUEST		•											•
JJ. NO EXCEPTIONS FROM STATUTORY DUTIES			•										
KK. ACCOUNTABILITY			•										
LL. DIRECTORS MAY BE REQUIRED TO GIVE SUITABLE SECURITY			•								•		
MM. DIRECTORS MAY EXERCISE ANY POWERS OF THE SOCIETY NOT REQUIRED BY THIS ACT OR THE BY-LAWS TO BE EXERCISED BY THE MEMBERS AT A GENERAL MEETING							•	•					
NN. DIRECTORS ELECT FROM AMONG THEMSELVES A PRESIDENT AND ONE OR MORE VICE-PRESIDENTS										•			
OO. ELIGIBILITY TO BE A DIRECTOR										•			
PP. SECRETARY IN CHARGE OF BOOKS AND OTHER RECORDS										•			
QQ. ALL DOCUMENTS OF CORPORATION SHOULD BE SIGNED BY ALL THE OFFICERS OR THOSE DESIGNATED										•			

TABLE 52

BORROWING POWERS OF ASSOCIATIONS

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
A. UNLESS OTHERWISE STATED, DIRECTORS MAY WITHOUT AUTHORIZATION OF MEMBERS:													
1. BORROW MONEY UPON CREDIT OF CORPORATION	•	•						•	•				
2. ISSUE, REISSUE, SELL OR PLEDGE DEBT OBLIGATIONS	•							•	•				
3. GIVE A GUARANTEE ON BEHALF OF CORPORATION TO SECURE PERFORMANCE OF AN OBLIGATION OF ANY PERSON	•												
4. MORTGAGE, HYPOTHECATE, PLEDGE OR OTHERWISE CREATE A SECURITY INTEREST IN ALL OR ANY PROPERTY OF THE CORPORATION	•							•	•				
B. BORROWING POWERS MAY BE DELEGATED		•											
C. 1. POWER TO BORROW EXERCISED ONLY UNDER AUTHORITY OF BY-LAWS		•						•					
2. NO DEBENTURES ISSUED WITHOUT SANCTION OF AN EXTRA-ORDINARY RESOLUTION		•	•						•				

TABLE 53

GENERAL BUSINESS OF ASSOCIATIONS

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
A. LIEUTENANT-GOVERNOR MAY FROM TIME TO TIME													
1. MAKE REGULATIONS		•	•								•	•	
2. SET FEES PAYABLE TO REGISTRAR		•	•						•		•	•	•
3. ALTER OR ADD TO FORMS IN SCHEDULES		•										•	
4. PRESCRIBE THE RETURNS AND THEIR FORM TO BE MADE BY SOCIETIES		•	•						•			•	
5. PRESCRIBE PROCEDURES TO BE FOLLOWED ON APPEALS			•										
6. PRESCRIBE PROCEDURES AND REQUIREMENTS FOR THE CONVERSION OF SOCIETY TO A COMPANY			•										
7. PRESCRIBE TERMS OF CONTRACTS BETWEEN SOCIETY AND EMPLOYEES											•		•
8. PRESCRIBE METHOD OF INSPECTION OF BOOKS											•		•
9. PRESCRIBE QUALIFICATIONS TO BE HELD BY SERVANT OR EMPLOYEE OF SOCIETY													•
10. ENSURE ALL REGULATIONS ARE PUBLISHED IN GAZETTE													•
B. FEES PAID TO REGISTRAR							•						•
C. HEARINGS							•						
D. APPEALS							•						•
E. RESPONSIBILITY OF OFFICER, AGENT OR EMPLOYEE OF SOCIETY IF OFFENCE COMMITTED	•												•
F. 1. NOTICES SENT TO DIRECTORS AND MEMBERS AT LATEST ADDRESS	•									•			
2. EFFECT OF NOTICE	•												
3. DEEMED RECEIPT	•												
4. UNDELIVERED NOTICES	•												

TABLE 53 (CONT'D)

GENERAL BUSINESS OF ASSOCIATIONS

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
G. NOTICE TO AND SERVICE UPON CORPORATION SENT TO REGISTERED ADDRESS	•												
H. WAIVER OF NOTICE - CONSENT IN WRITING OF PERSON ENTITLED	•												
I. 1. CERTIFICATE OF DIRECTOR - SIGNED BY DIRECTOR OR DEPUTY DIRECTOR	•												
2. EVIDENCE	•												
J. 1. CERTIFICATE OF CORPORATION	•												
2. PROOF	•												
3. SECURITY CERTIFICATE	•												
4. MEMBERSHIP CERTIFICATE	•												
K. COPIES	•												
L. 1. PROOF REQUIRED BY DIRECTOR	•												
2. FORM OF PROOF	•												
M. 1. REGULATIONS	•												
2. PUBLICATION OF PROPOSED REGULATIONS	•												
3. EXCEPTIONS	•												
N. 1. EXECUTION AND FILING OF STATEMENT	•												
2. DATE OF CERTIFICATE	•												
3. SIGNATURE	•												
O. 1. ANNUAL RETURN - SEND TO DIRECTOR FOR FILING	•												
2. DIRECTOR MAY FURNISH CERTIFICATE OF COMPLIANCE	•												
P. ALTERATION	•												
Q. 1. CORRECTIONS	•												
2. DATE OF CORRECTED CERTIFICATE	•												
3. NOTICE	•												

TABLE 53(CONT'D)

GENERAL BUSINESS OF ASSOCIATIONS

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
R. 1. INSPECTION OF DIRECTOR'S RECORDS	•												
2. COPIES	•												
S. 1. RECORDS OF DIRECTOR	•												
2. OBLIGATION TO FURNISH	•												
3. RETENTION OF RECORDS	•												
T. 1. AMENDMENT OF CHARTER	•												
2. CHANGE OF CLASS RIGHTS	•												
3. AUTHORIZING CONTINUANCE	•												
4. NO DISSENT	•												
5. MANDATORY CONTINUANCE	•												
6. EXEMPTION	•												
7. DISCRETIONARY CONTINUANCE	•												
8. FEES	•												
9. AUTOMATIC DISSOLUTION	•												

TABLE 54

SUPPLEMENTAL AFFAIRS OF ASSOCIATIONS

	FED.	ALTA.	B.C.	MAN.	N.B.	NFLD.	N.S.	ONT.	P.E.I.	QUE.	SASK.	N.W.T.	YUKON
A. REMUNERATION OF REGISTRAR						•							
B. REGISTRAR MAY APPOINT PUBLIC AUDITORS						•							
C. FEES: 1) DETERMINED BY ATTORNEY GENERAL						•							
2) ALL FEES RECEIVED BY REGISTRAR PAID TO MINISTER OF FINANCE						•							
D. REGULATIONS: 1) MAY BE MADE BY ATTORNEY GENERAL, CONCERNING REGISTRY AND PROCEDURE UNDER ACT						•							
2) ALL SUCH REGULATIONS TO BE LAID BEFORE LEGISLATURE				•		•							
E. EVERY COPY OR RULES OR OTHER INSTRUMENTS, ETC., BEARING SEAL, SHALL BE RECEIVED IN EVIDENCE WITHOUT FURTHER PROOF						•							
F. APPLICATION FOR SUPPLEMENTARY LETTERS PATENT									•				
G. 1. PETITION FOR SUPPLEMENTARY LETTERS PATENT									•				
2. NOTICE MUST BE GIVEN IN GAZETTE OF INTENTION TO APPLY FOR SUPPLEMENTARY LETTERS PATENT ('X' WEEKS)									2				
H. APPROVALS OF PROVINCIAL SECRETARY AND MINISTER OF JUSTICE REQUIRED FOR APPLICATION									•				
I. GRANT OF SUPPLEMENTARY LETTERS PATENT AND EFFECT THEREOF									•				

APPENDIX II

KEY FOR THE NUMBERS 1 TO 55 IN ALL TABLES ASSOCIATED WITH THE CONSTITUTIONS AND BY-LAWS OF THE AMATEUR SPORT GOVERNING ASSOCIATIONS OF ALBERTA

TABLE 55

THE KEY FOR THE NUMBERS 1 TO 55 IN ALL TABLES ASSOCIATED WITH THE CONSTITUTIONS AND BY-LAWS OF THE AMATEUR SPORT GOVERNING ASSOCIATIONS OF ALBERTA

1. Alberta Amateur Boxing Association
2. Alberta Amateur Football Association
3. Alberta Amateur Hockey Association
4. Alberta Amateur Softball Association
5. Alberta Amateur Speed Skating Association
6. Alberta Amateur Wrestling Association
7. Alberta Badminton Association
8. Alberta Baseball Association
9. Alberta Basketball Association
10. Alberta Baton Twirling Association
11. Alberta Bowhunters and Archers Association
12. Alberta Bridgeplayers Association
13. Alberta Broomball Association
14. Alberta Chess Association
15. Alberta Cricket Association
16. Alberta Federation of Shooting Sports
17. Alberta Fencing Association
18. Alberta Field Hockey Association
19. Alberta Free Balloonists Association
20. Alberta Gymnastic Federation
21. Alberta Golf Association

22. Alberta Handball Association
23. Alberta Hang Gliding Association
24. Alberta Ladies Curling Association
25. Alberta Ladies Lawn Bowling Association
26. Alberta Lawn Bowling Association
27. Alberta Men's Curling Council
28. Alberta Modern Pentathlon Association
29. Alberta and Northern Territories Sport Parachuting Association
30. Alberta Racquetball Association
31. Alberta Recreational Skating Association
32. Alberta Region of the Canadian Water Ski Association
33. Alberta Rugby Union
34. Alberta Section of the Canadian Amateur Diving Association
35. Alberta Soaring Council
36. Alberta Soccer Association
37. Alberta Squash Racquets Association
38. Alberta Rowing Association
39. Alberta Table Tennis Association
40. Alberta Team Handball Association
41. Alberta Track and Field Association
42. Alberta Volleyball Association
43. Alberta Water Polo Association
44. Alberta Weightlifting Association
45. Alberta Women's Field Hockey Association
46. Canadian Amateur Netball Association - Alberta Section
47. Canadian Amateur Swimming Association - Alberta Section
48. Canadian Amateur Synchronized Swimming Association - Alberta Section

49. Canadian Figure Skating Association - Alberta Northwest Territories Section
50. Canadian Ladies Golf Association - Alberta Branch
51. Canadian Ski Association - Alberta Division
52. Little League Baseball - Canada - Alberta Division
53. National Karate Association - Alberta Branch
54. Ringette Alberta Association
55. Tennis Alberta

APPENDIX III

ADDITIONAL TABULATIONS OF THE BY-LAWS OF THE FIFTY-FIVE ALBERTA AMATEUR SPORT GOVERNING ASSOCIATIONS

TABLE 56

AGENDA FOR ANNUAL GENERAL OR GENERAL MEETINGS

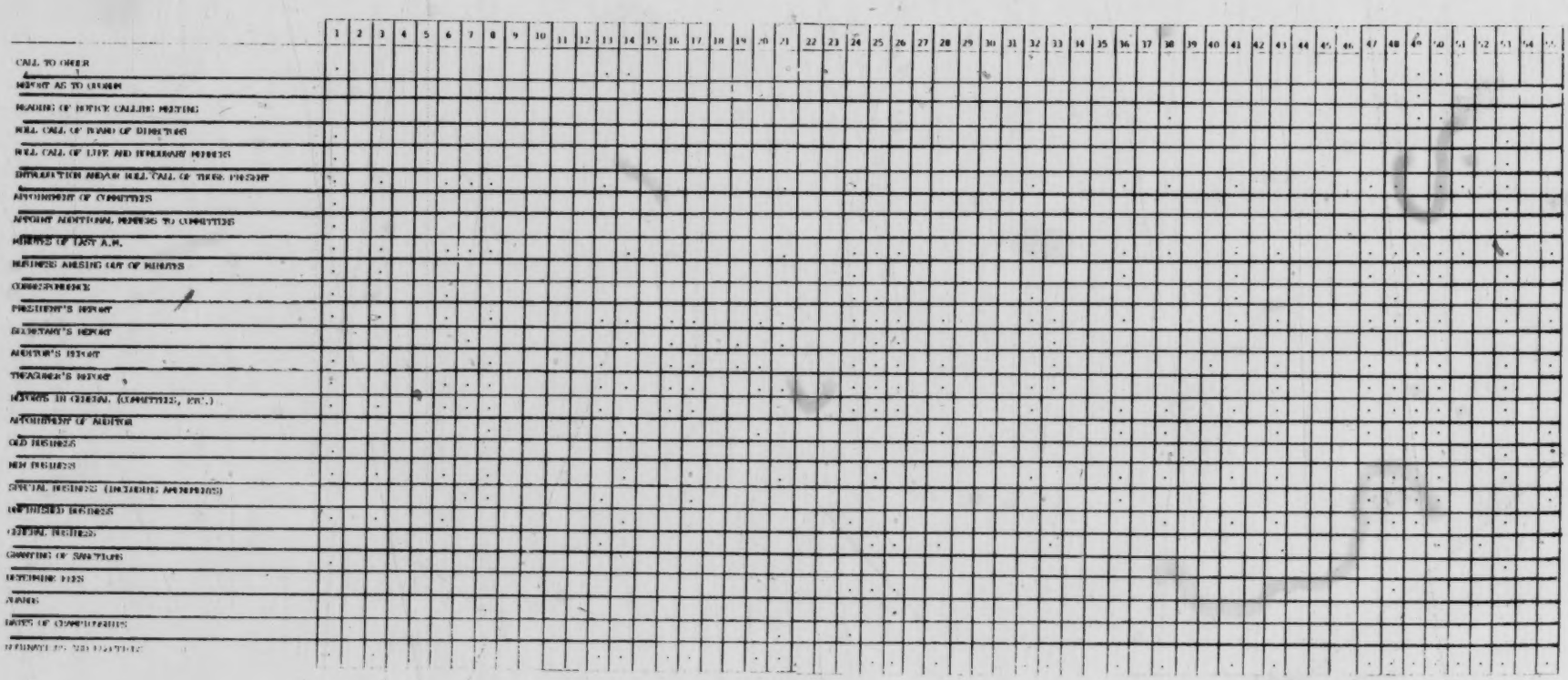

1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54 55
CALL TO ORDER
PROOF AS TO QUORUM
READING OF NOTICE CALLING MEETING
ROLL CALL OF BOARD OF DIRECTORS
ROLL CALL OF LIFE AND HONORARY MEMBERS
INITIATION AREAS ROLL CALL OF THOSE PRESENT
APPOINTMENT OF COMMITTEES
REPORT ADDITIONAL MEMBERS TO COMMITTEES
MINUTES OF LAST A.M.
BUSINESS ARISING OUT OF MINUTES
CORRESPONDENCE
PRESIDENT'S REPORT
SECRETARY'S REPORT
AUDITOR'S REPORT
TREASURER'S REPORT
REPORTS IN GENERAL (COMMITTEES, ETC.)
APPOINTMENT OF AUDITOR
OLD BUSINESS
NEW BUSINESS
SPECIAL BUSINESS (INCLUDING AMENDMENTS)
UNFINISHED BUSINESS
GENERAL BUSINESS
GRANTING OF SALARIES
DECLARING DIES
NAMES
DATES OF CONVENTIONS
ADJOURNMENT TO NEXT MEETING

TABLE 56 (CONT'D)

AGENDA FOR ANNUAL GENERAL OR GENERAL MEETINGS

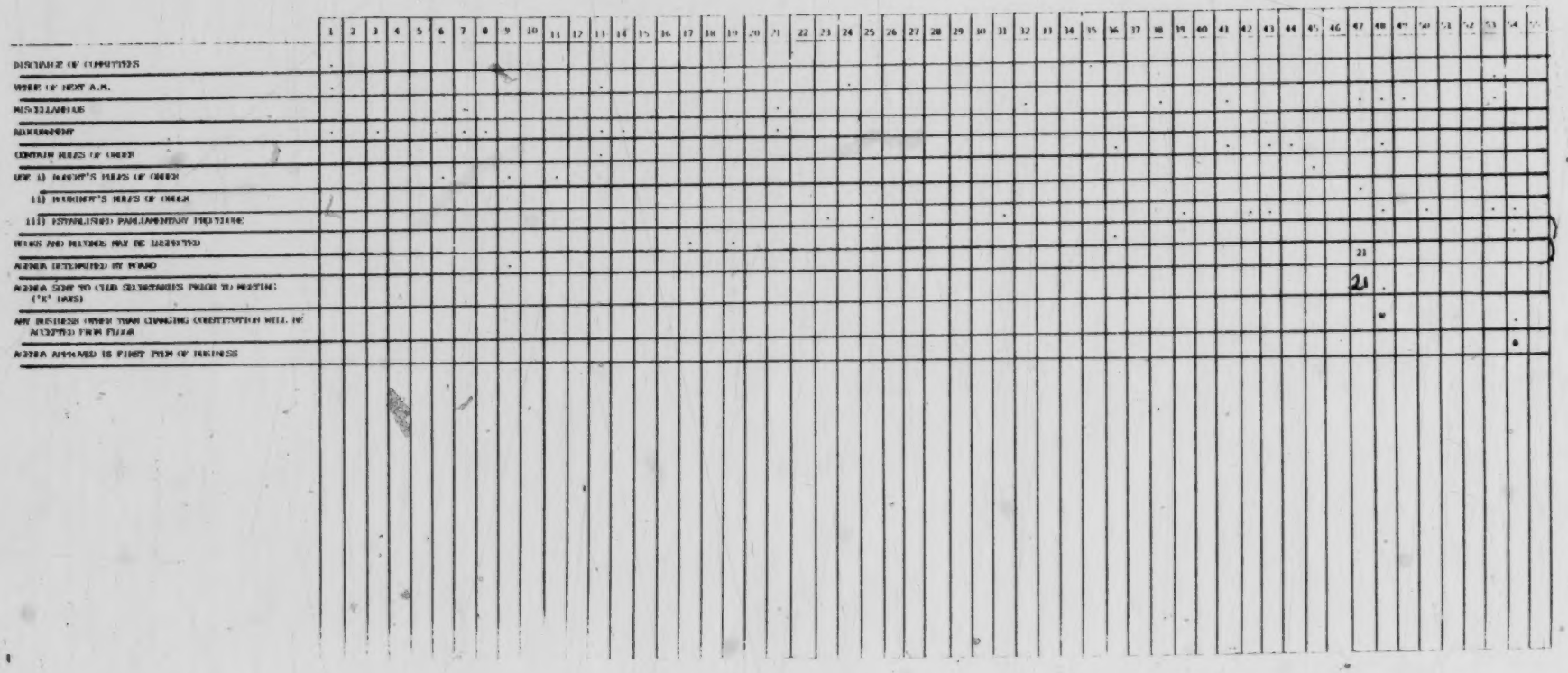

1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54
DISCLOSURE OF COMMITTEES
WORK OF NEXT A.M.
MISCELLANEOUS
ADJOURNMENT
CONTAIN RULES OF ORDER
USE A) ROBERT'S RULES OF ORDER
B) BOURINOT'S RULES OF ORDER
C) ESTABLISHED PARLIAMENTARY PRACTICE
RULES AND RULINGS MAY BE REVISITED
AGENDA DETERMINED BY BOARD
AGENDA SENT TO CLUB SECRETARIES PRIOR TO MEETING ('X' DAYS)
ANY BUSINESS OTHER THAN CHANGING CONSTITUTION WILL BE ACCEPTED FROM FLOOR
AGENDA APPEARS IS FIRST ITEM OF BUSINESS

TABLE 57

QUORUM FOR MEETINGS

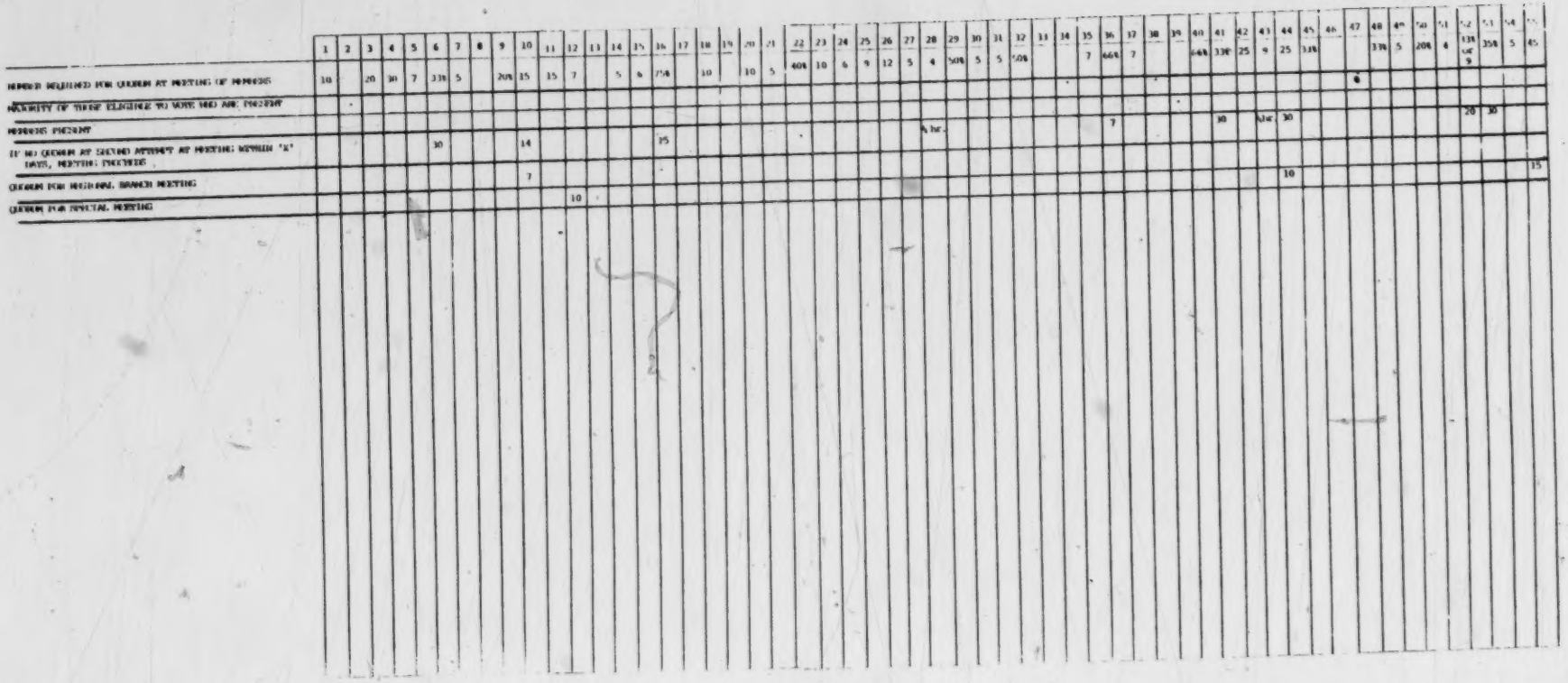
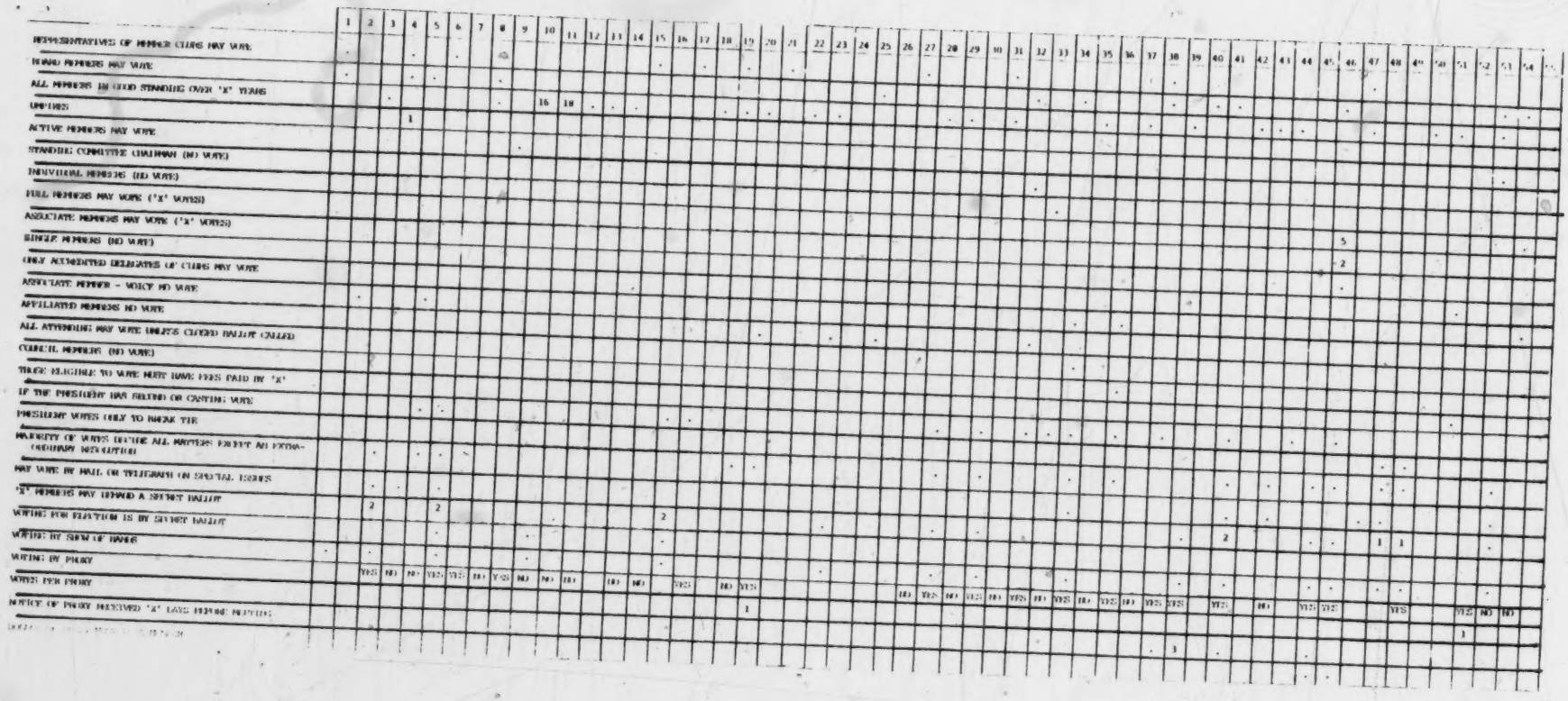


TABLE 58

VOTING AT MEETINGS



	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	31	32	33	34	35	36	37	38	39	40	41	42	43	44	45	46	47	48	49	50	51	52	53	54
REPRESENTATIVES OF MEMBER CLUBS MAY VOTE	.			.				.																																															
BOARD MEMBERS MAY VOTE	.			.	.			.							.		.		.		.						.				.								.															
ALL MEMBERS IN GOOD STANDING OVER 'X' YEARS			.					.		16	18	.	.	.																																									
UMPIRES			1																																																				
ACTIVE MEMBERS MAY VOTE								.																																														
STANDING COMMITTEE CHAIRMAN (NO VOTE)																																																						
INDIVIDUAL MEMBERS (NO VOTE)																																																					
FULL MEMBERS MAY VOTE ('X' VOTES)																																																					
ASSOCIATE MEMBERS MAY VOTE ('X' VOTES)																																																					
SINGLE MEMBERS (NO VOTE)																																																		5					
ONLY ACCREDITED DELEGATES OF CLUBS MAY VOTE																																																		2					
ASSOCIATE MEMBER - VOICE NO VOTE	.			.																																																		
AFFILIATED MEMBERS NO VOTE																																																						
ALL ATTENDING MAY VOTE UNLESS CLOSED BALLOT CALLED																			.																																				
COUNCIL MEMBERS (NO VOTE)																																																						
THOSE ELIGIBLE TO VOTE MUST HAVE FEES PAID BY 'X'																																																					
IF THE PRESIDENT HAS SECOND OR CASTING VOTE																																																					
PRESIDENT VOTES ONLY TO BREAK TIE				.	.											.																																						
MAJORITY OF VOTES DECIDE ALL MATTERS EXCEPT AN EXTRA-ORDINARY RESOLUTION			.		.	.													.																																				
MAY VOTE BY MAIL OR TELEGRAM ON SPECIAL ISSUES			.		.														.																																				
'X' MEMBERS MAY DEMAND A SECRET BALLOT		2			2											2																																							
VOTING FOR ELECTION IS BY SECRET BALLOT																																																					
VOTING BY SHOW OF HANDS	.			.				.																																													
VOTING BY PROXY																																																						
VOTES PER PROXY		YES	NO	NO	YES	YES	NO	YES	NO	NO	NO		NO	NO		YES		NO	YES																																			
NOTICE OF PROXY RECEIVED 'X' DAYS BEFORE MEETING																			1								NO	YES		YES		NO	YES		YES	YES		YES			YES			YES	NO	NO						

TABLE 58 (CONT'D)

VOTING AT MEETINGS

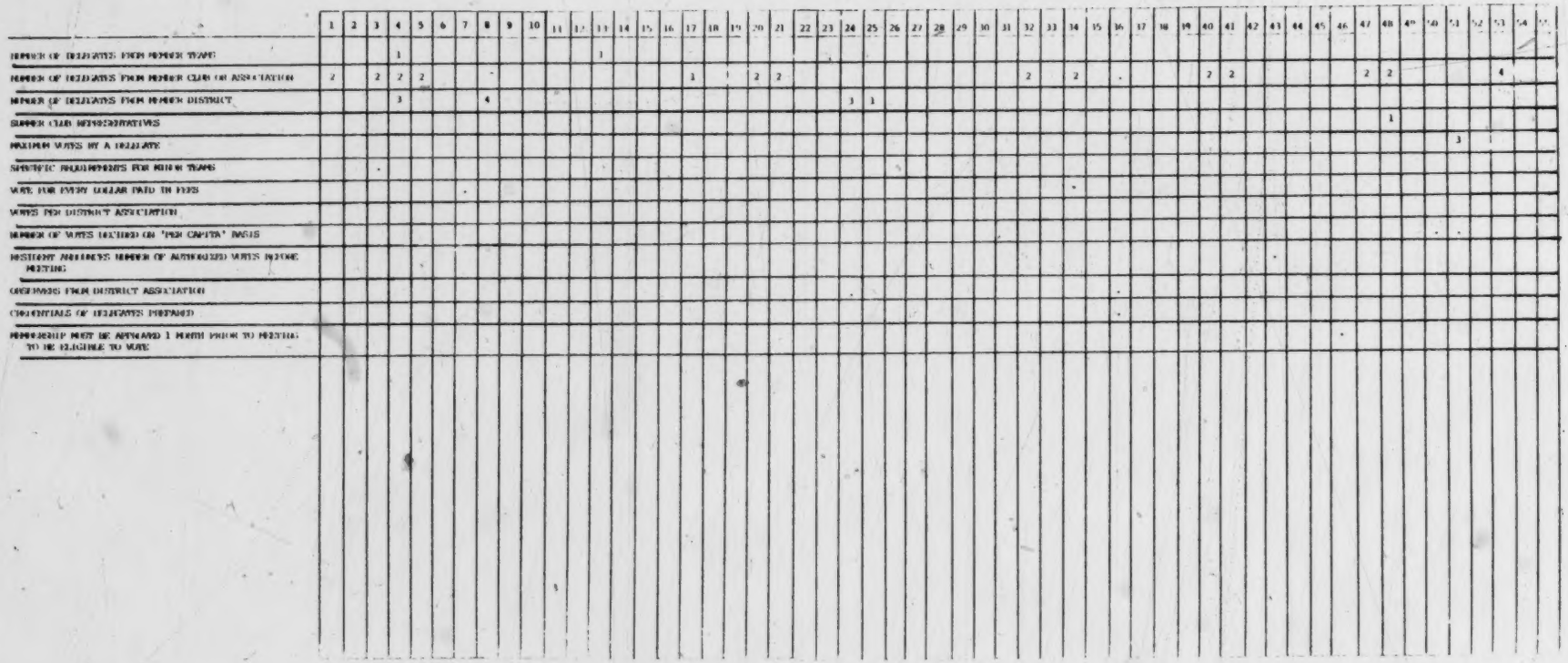

NUMBER OF DELEGATES FROM MINOR TEAMS
NUMBER OF DELEGATES FROM MINOR CLUB OR ASSOCIATION
NUMBER OF DELEGATES FROM MINOR DISTRICT
SENIOR CLUB REPRESENTATIVES
MAXIMUM VOTES BY A DELEGATE
SPECIFIC REQUIREMENTS FOR MINOR TEAMS
VOTE FOR EVERY DOLLAR PAID IN FEES
VOTES PER DISTRICT ASSOCIATION
NUMBER OF VOTES DETERMINED ON 'PER CAPITA' BASIS
MISSING ANSWERS NUMBER OF AUTHORIZED VOTES IN ONE MEETING
OBSERVERS FROM DISTRICT ASSOCIATION
CREDENTIALS OF DELEGATES PREPARED
MEMBERSHIP MUST BE APPROVED 1 MONTH PRIOR TO MEETING TO BE ELIGIBLE TO VOTE

TABLE 59

DELEGATES TO MEETINGS

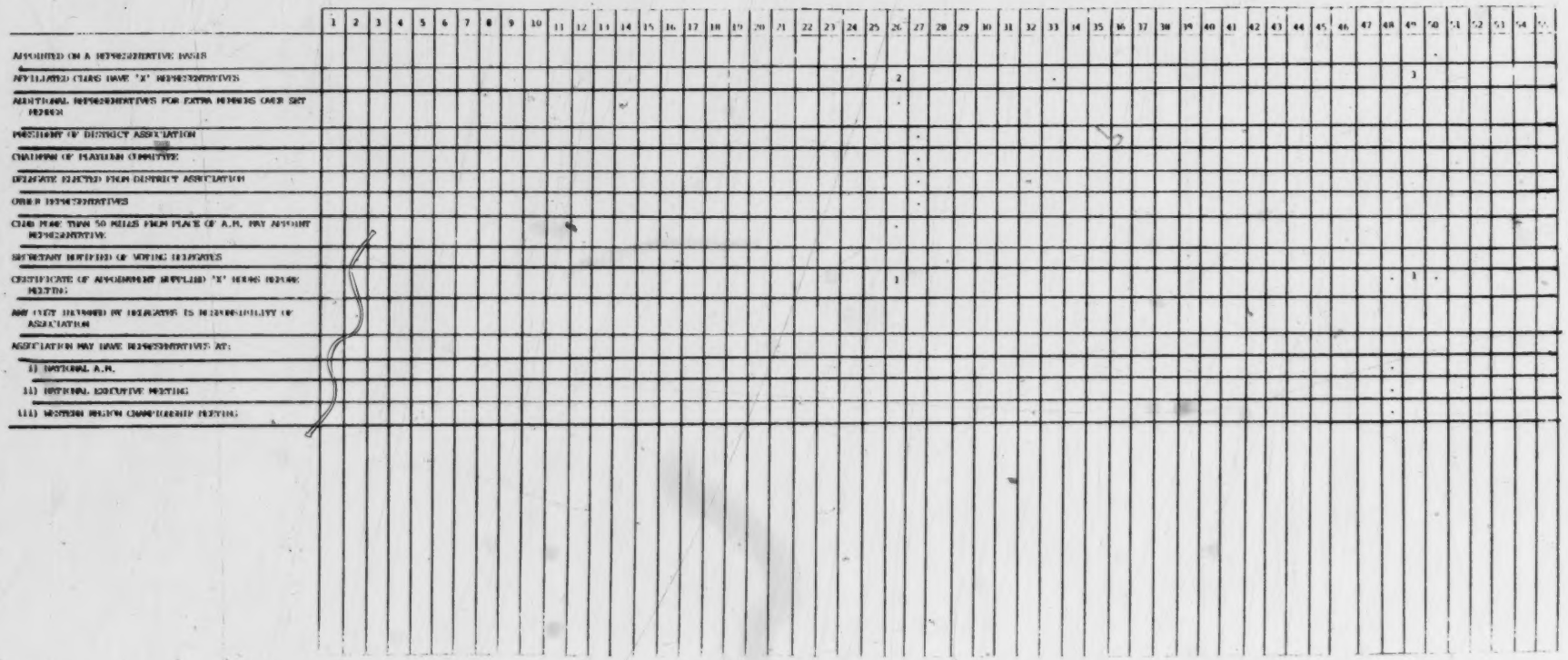

1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54
ATTACHED ON A REPRESENTATIVE BASIS
AFFILIATED CLUBS HAVE '2' REPRESENTATIVES
ADDITIONAL REPRESENTATIVES FOR EXTRA NUMBERS OVER SET NUMBER
PRESIDENT OF DISTRICT ASSOCIATION
CHAIRMAN OF PLAYERS COMMITTEE
DELEGATE ELECTED FROM DISTRICT ASSOCIATION
OTHER REPRESENTATIVES
CLUB MORE THAN 50 MILES FROM PLACE OF A.M. MAY APPOINT REPRESENTATIVE
SECRETARY NOTIFIED OF VOTING DELEGATES
CERTIFICATE OF APPOINTMENT SUPPLIED '2' HOURS BEFORE MEETING
ANY COST INCURRED BY DELEGATES IS RESPONSIBILITY OF ASSOCIATION
ASSOCIATION MAY HAVE REPRESENTATIVES AT:
i) NATIONAL A.M.
ii) NATIONAL EXECUTIVE MEETING
iii) WESTERN REGION CHAMPIONSHIP MEETING

TABLE 60

WRITTEN RESOLUTIONS OF ASSOCIATIONS

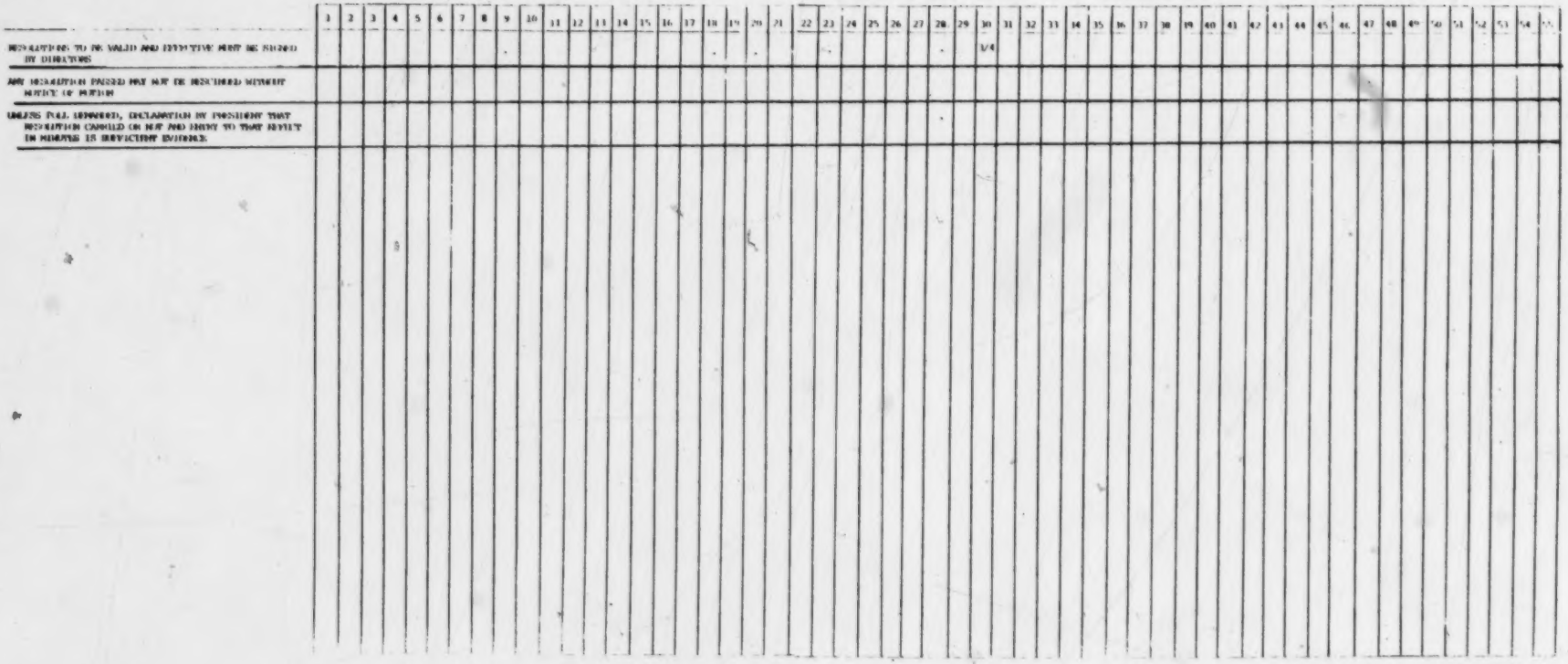

RESOLUTIONS TO BE VALID AND EFFECTIVE MUST BE SIGNED BY DIRECTORS
ANY RESOLUTION PASSED MAY NOT BE RESCINDED WITHOUT NOTICE OF MOTION
UNLESS FULL DISCLOSED, DECLARATION BY PRESIDENT THAT RESOLUTION CARRIED OR NOT AND ENTRY TO THAT EFFECT IN MINUTES IS DERIVATIVE EVIDENCE.

TABLE 61

LIABILITY OF MEMBERS OF ASSOCIATIONS

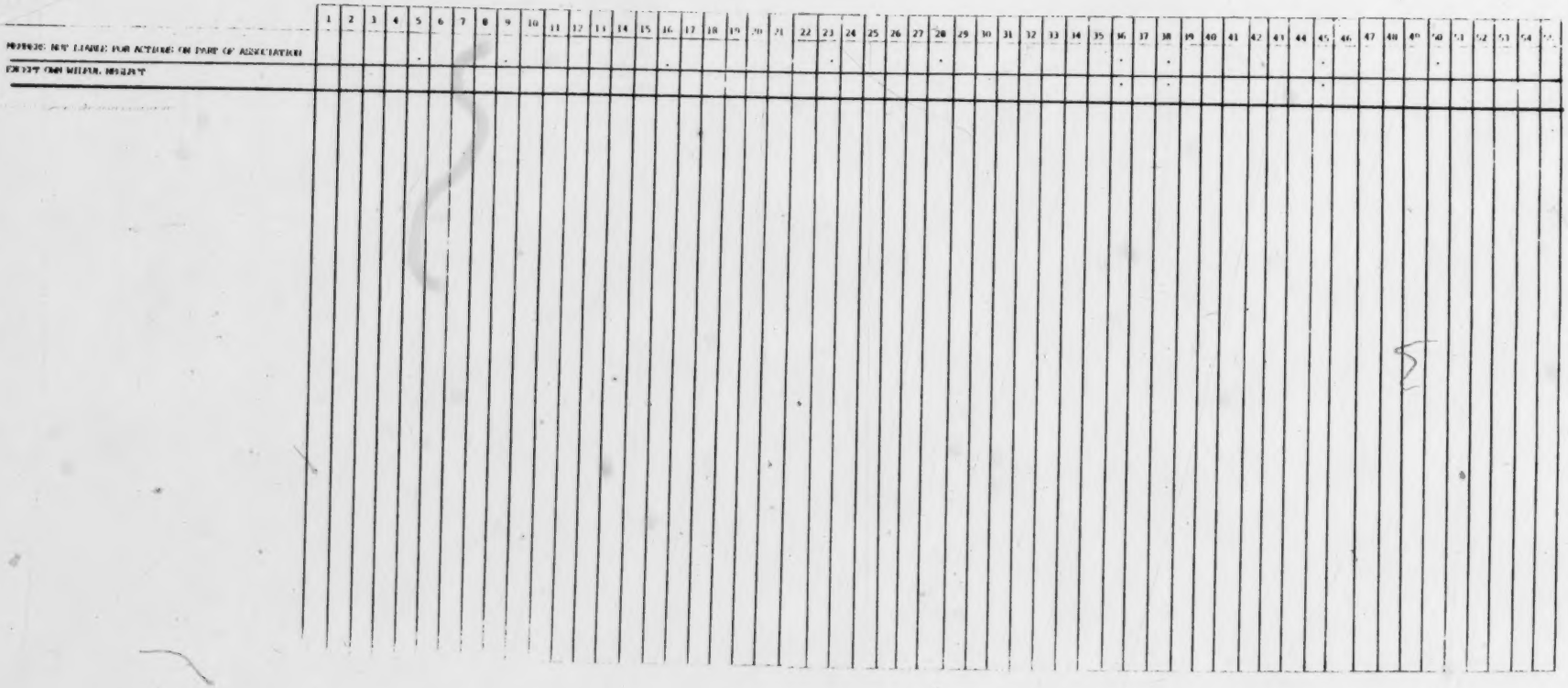


TABLE 62

CUSTODY OF ASSOCIATIONS' RECORDS

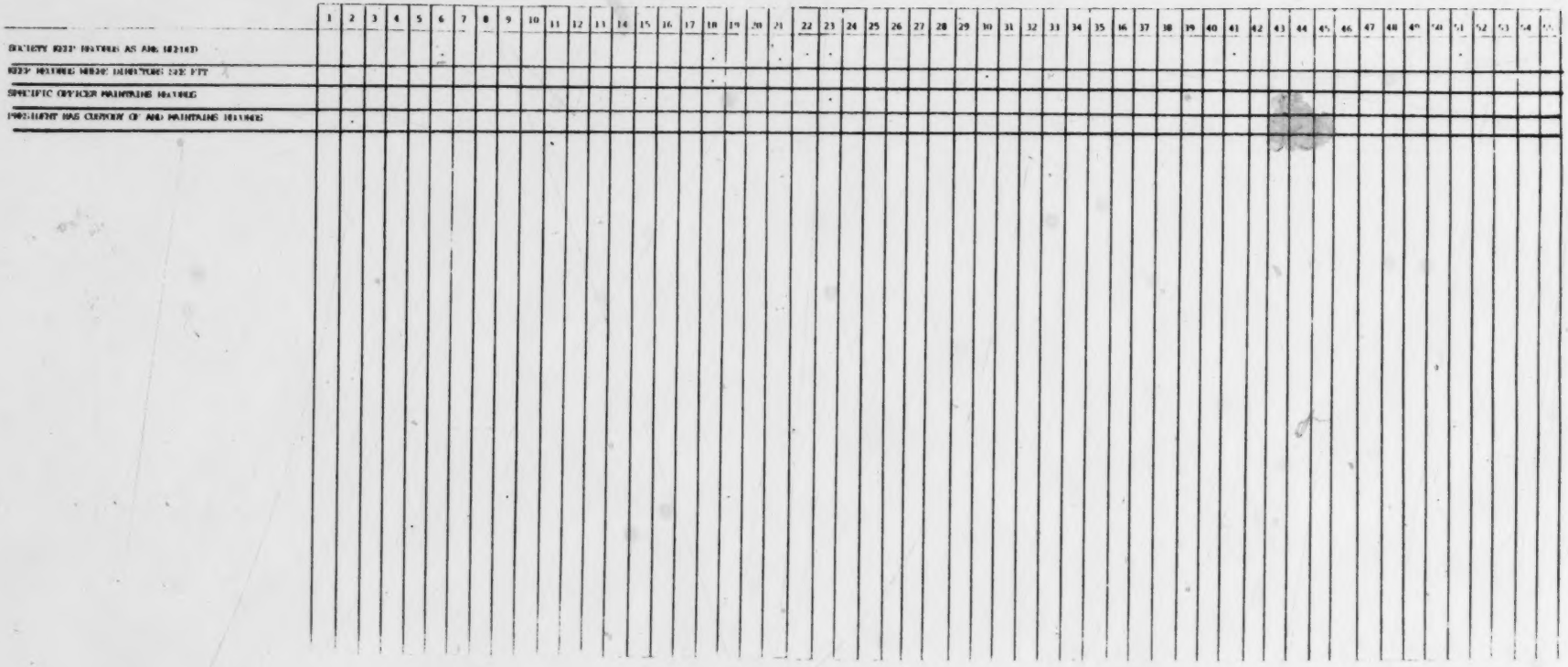


TABLE 63

CONTENTS OF ASSOCIATIONS' RECORDS

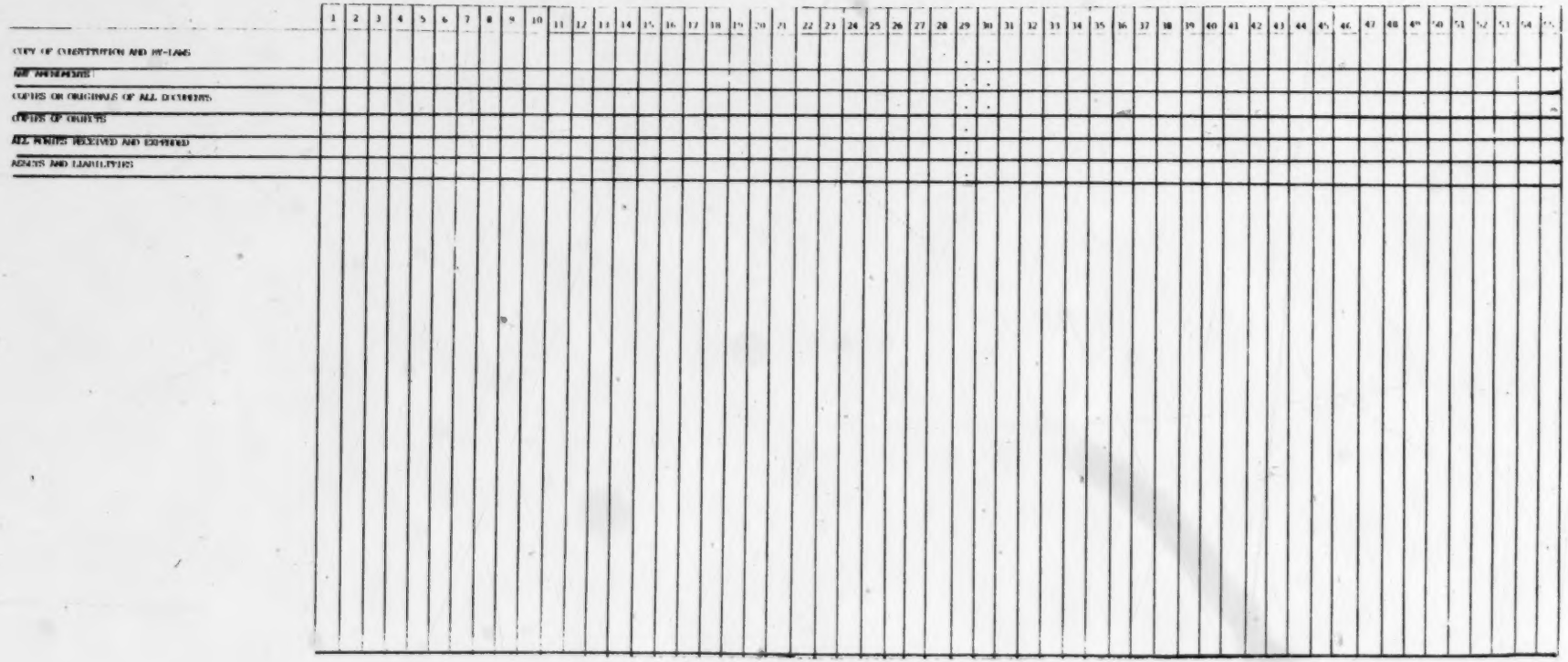


TABLE 64

RULES AND REGULATIONS OF ASSOCIATIONS

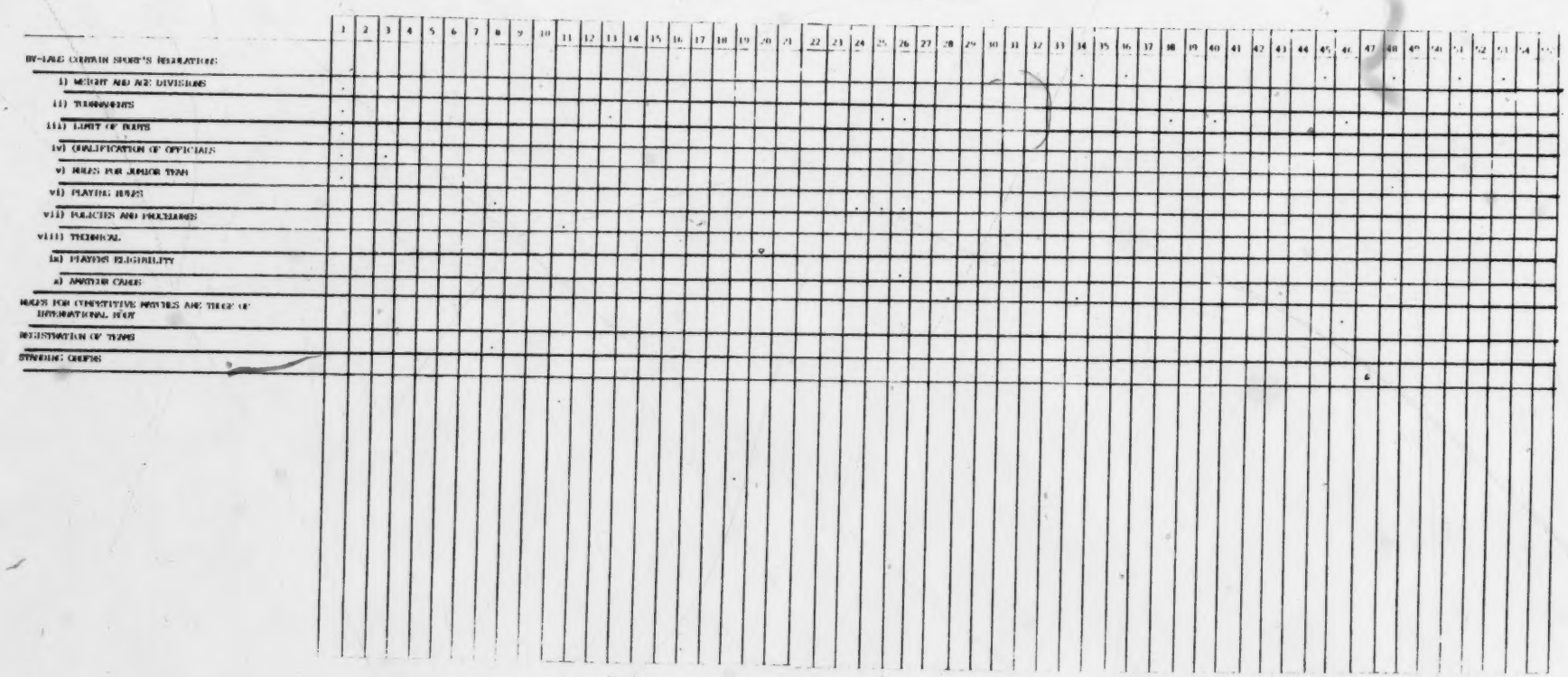


TABLE 65

APPOINTED PERSONNEL OF ASSOCIATIONS

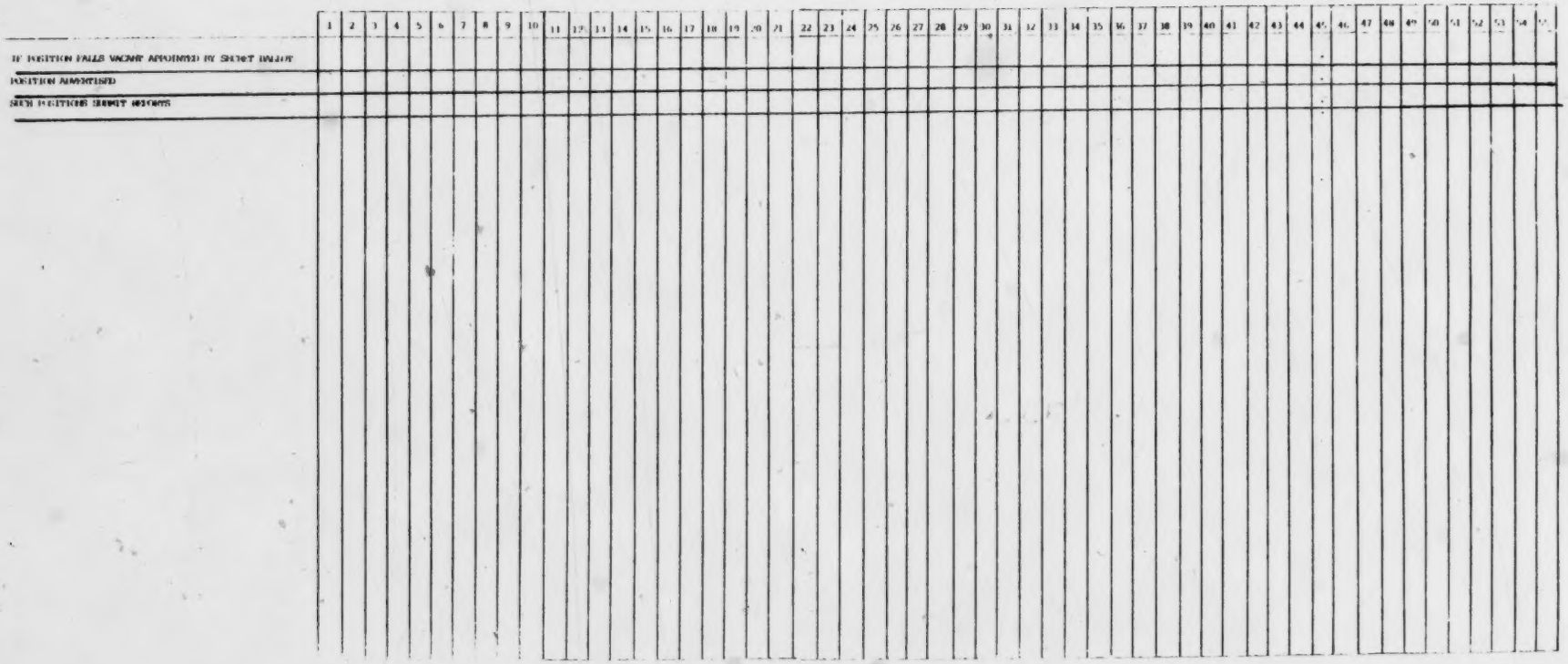


TABLE 66

BANKING AND FINANCE OF ASSOCIATIONS

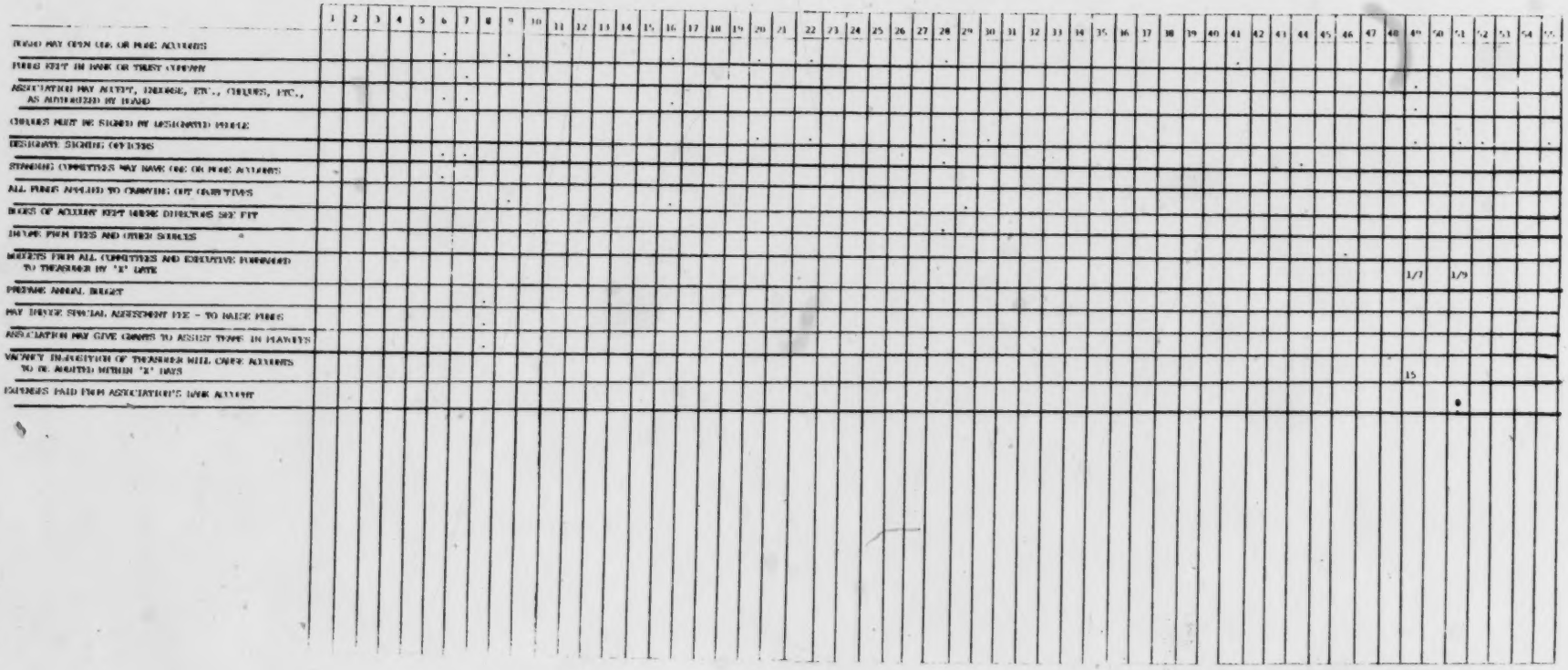

1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54 55
BOARD MAY OPEN OR MAKE ACCOUNTS
FUNDS KEPT IN BANK OR TRUST COMPANY
ASSOCIATION MAY ACCEPT, INDORSE, ETC., CHEQUES, ETC., AS AUTHORIZED BY BOARD
CHEQUES MUST BE SIGNED BY DESIGNATED OFFICE
DESIGNATE SIGNING OFFICERS
STANDING COMMITTEES MAY HAVE ONE OR MORE ACCOUNTS
ALL FUNDS APPLIED TO CARRYING OUT OBJECTIVES
BOOKS OF ACCOUNT KEPT WHERE DIRECTORS SEE FIT
DEPOSE FROM FEES AND OTHER SOURCES
REPORTS FROM ALL COMMITTEES AND EXECUTIVE FORWARDED TO TREASURER BY "X" DATE
PREPARE ANNUAL BUDGET
MAY IMPOSE SPECIAL ASSESSMENT FEE - TO RAISE FUNDS
ASSOCIATION MAY GIVE CHARGE TO ASSIST TEAMS IN PLAYOFFS
MONTHLY RECEIPTION OF TREASURER WILL CAUSE ACCOUNTS TO BE AUDITED WITHIN "X" DAYS
EXPENSES PAID FROM ASSOCIATION'S BANK ACCOUNT
1/1
1/9
15

TABLE 67

GENERAL AFFAIRS OF ASSOCIATIONS

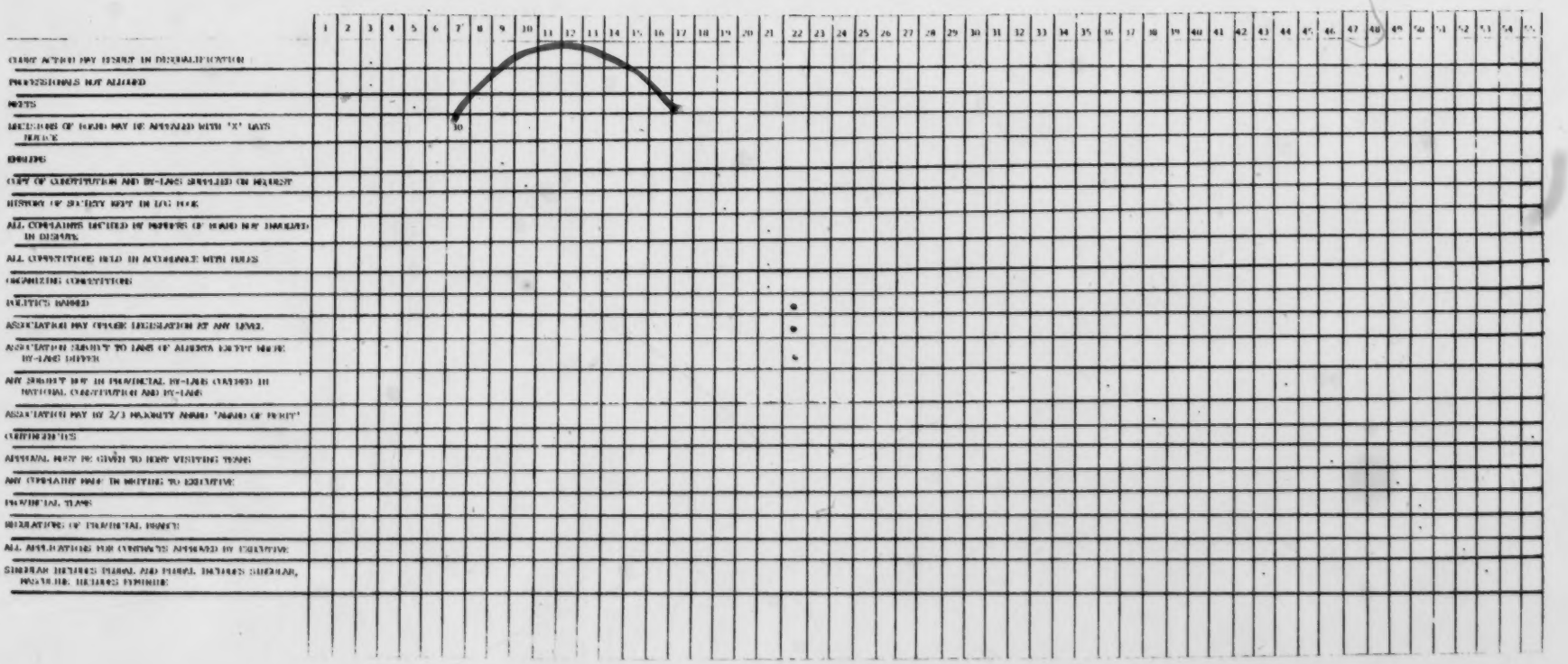

1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54 55
CLAIM ACTION MAY RESULT IN DISQUALIFICATION
PROVISIONS NOT ALTERED
NOTES
DECISIONS OF BOARD MAY BE APPEALED WITH "X" DAYS NOTICE
10
BONDS
COPY OF CONSTITUTION AND BY-LAWS SUPPLIED ON REQUEST
HISTORY OF SOCIETY KEPT IN LOG BOOK
ALL COMPLAINTS LISTED IN MINUTES OF BOARD NOT INCLUDED IN DISMISS
ALL COMPETITIONS HELD IN ACCORDANCE WITH RULES
ORGANIZING COMMITTEE
POLITICS BANNED
ASSOCIATION MAY OFFER LEGISLATION AT ANY LEVEL
ASSOCIATION SUBJECT TO LAWS OF ALBERTA EXCEPT WHERE BY-LAWS DIFFER
ANY CONFLICT NOT IN PROVINCIAL BY-LAWS COVERED IN NATIONAL CONSTITUTION AND BY-LAWS
ASSOCIATION MAY BY 2/3 MAJORITY AWARD "AWARD OF MERIT"
CERTIFICATES
APPEAL MAY BE GIVEN TO NEXT VISITING TEAM
ANY COMPLAINT MADE IN WRITING TO EXECUTIVE
PROVINCIAL TEAMS
REGULATIONS OF FINANCIAL AFFAIRS
ALL APPLICATIONS FOR CONTRACTS APPROVED BY EXECUTIVE
SUBURBAN DISTRICT FINAL AND FINAL DISTRICT SUBURBAN, MUNICIPAL DISTRICT FINANCE

TABLE 68

EXPENSES OF ASSOCIATIONS' DIRECTORS

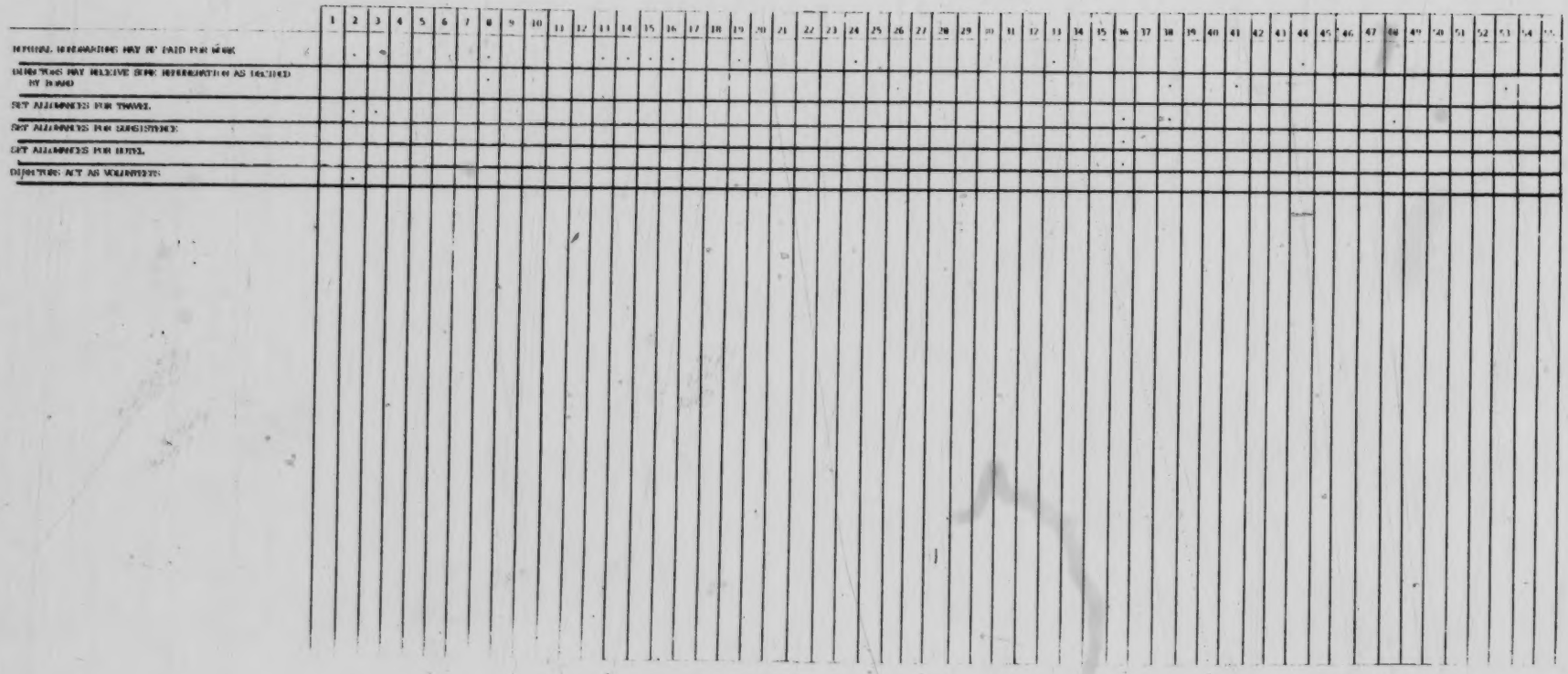

1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54 55
DIRECTORS MAY RECEIVE SOME REMUNERATION AS DECIDED BY BOARD
SET ALLOWANCES FOR TRAVEL
SET ALLOWANCES FOR SUBSISTENCE
SET ALLOWANCES FOR HOTEL
DIRECTORS ACT AS VOLUNTEERS

TABLE 69

ZONES OF ASSOCIATIONS

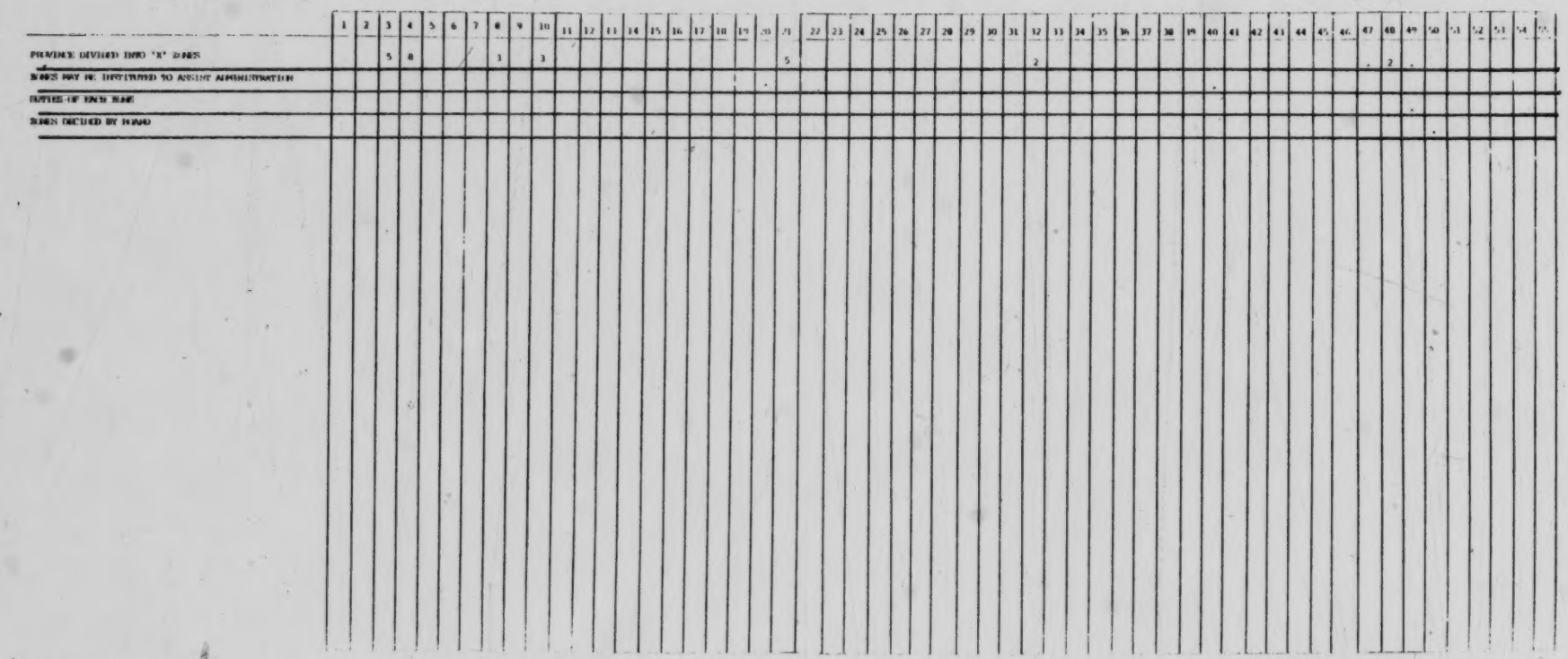


TABLE 70

MEETINGS OF DIRECTORS OF ASSOCIATIONS

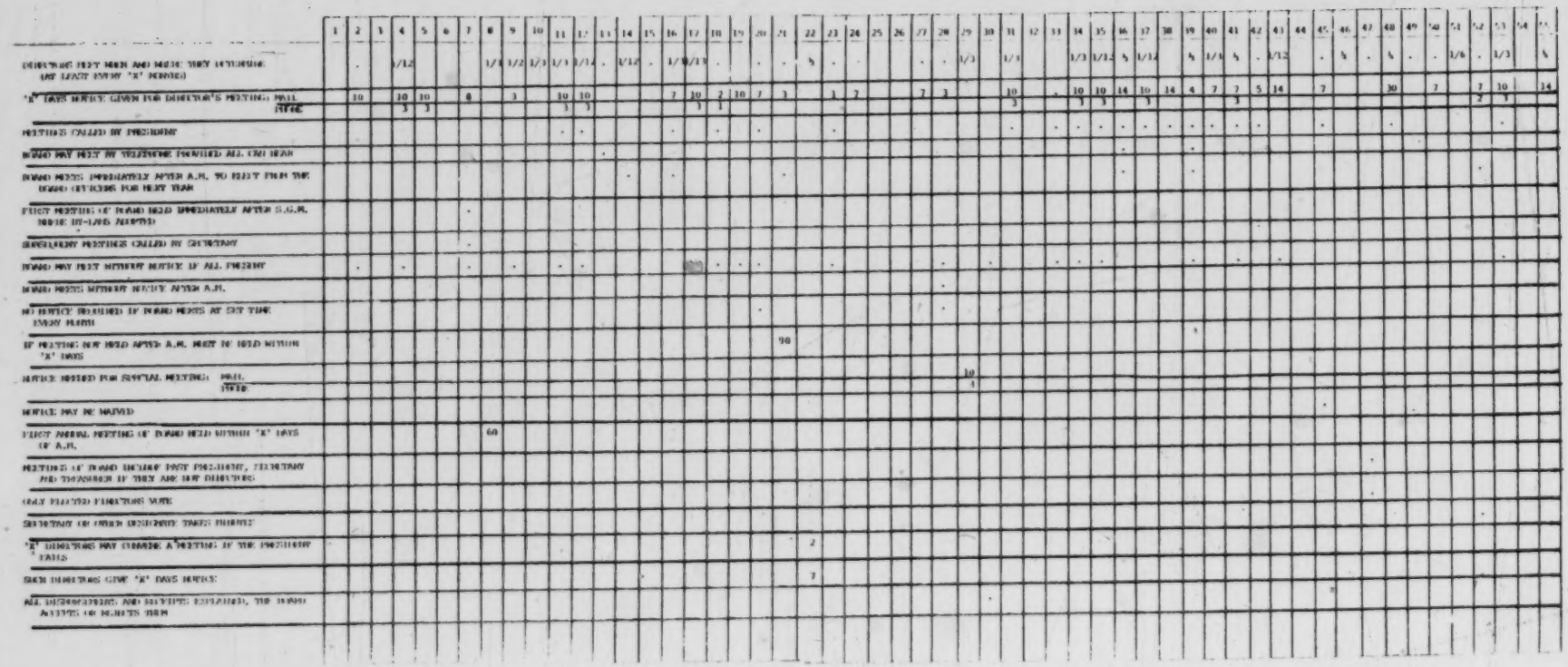

DIRECTORS MEET WHEN AND WERE THEY DESIGNATE (AT LEAST EVERY "X" MONTHS)
"X" DAYS NOTICE GIVEN FOR DIRECTOR'S MEETING: MAIL / WIRE
MEETINGS CALLED BY PRESIDENT
BOARD MAY MEET BY TELEPHONE PROVIDED ALL CAN HEAR
BOARD MEETS IMMEDIATELY AFTER A.M. TO ELECT FROM THE BOARD OFFICERS FOR NEXT YEAR
FIRST MEETING OF BOARD HELD IMMEDIATELY AFTER S.C.M. WHERE BY-LAWS ADOPTED
SUBSEQUENT MEETINGS CALLED BY SECRETARY
BOARD MAY MEET WITHOUT NOTICE IF ALL PRESENT
BOARD MEETS WITHOUT NOTICE AFTER A.M.
NO NOTICE REQUIRED IF BOARD MEETS AT SET TIME EVERY MONTH
IF MEETING NOT HELD AFTER A.M. MUST BE HELD WITHIN "X" DAYS
NOTICE NEEDED FOR SPECIAL MEETING: MAIL / WIRE
NOTICE MAY BE WAIVED
FIRST ANNUAL MEETING OF BOARD HELD WITHIN "X" DAYS OF A.M.
MEETING OF BOARD INCLUDE PAST PRESIDENT, SECRETARY AND TREASURER IF THEY ARE NOT DIRECTORS
ONLY STATED FUNCTION VOTE
SECRETARY OR OTHER DESIGNATE TAKES MINUTES
"X" DIRECTORS MAY CHANGE A MEETING IF NOT PREVIOUSLY STATED
SUCH DIRECTORS GIVE "X" DAYS NOTICE
ALL DISQUALIFYING AND DUTIES EXPLAINED, THE BOARD ASSUMES OF MINUTES DUTY

TABLE 71

VOTING OF DIRECTORS OF ASSOCIATIONS

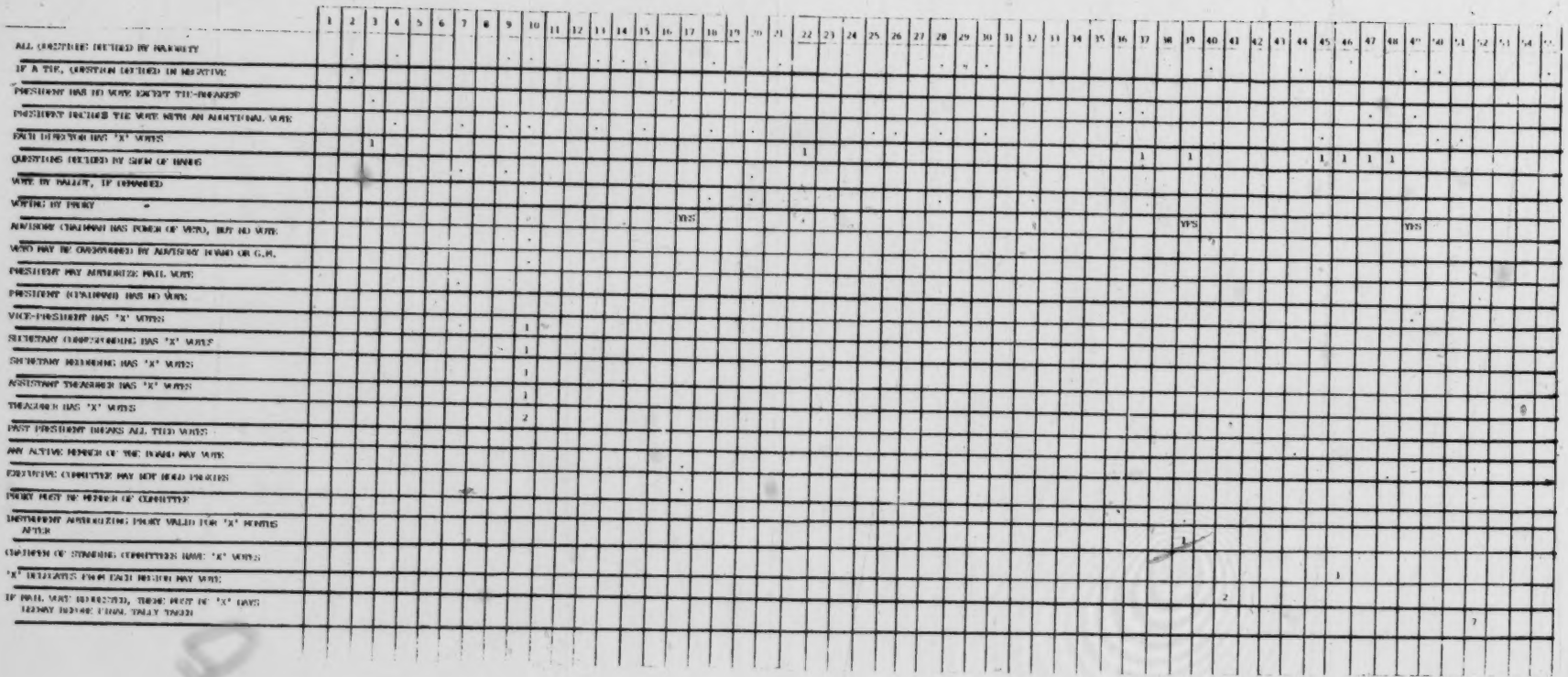

ALL QUESTIONS DECIDED BY MAJORITY
IF A TIE, QUESTION DEFEATED OR NEGATIVE
PRESIDENT HAS NO VOTE EXCEPT TIE-BREAKER
PRESIDENT DECIDES TIE VOTE WITH AN ADDITIONAL VOTE
EACH DIRECTOR HAS "X" VOTES
QUESTIONS DECIDED BY SHOW OF HANDS
VOTE BY BALLOT, IF DEMANDED
VOTING BY PROXY
ADVISORY CHAIRMAN HAS POWER OF VETO, BUT NO VOTE
WHO MAY BE OVERRULED BY ADVISORY BOARD OR G.M.
PRESIDENT MAY AUTHORIZE MAIL VOTE
PRESIDENT (CHAIRMAN) HAS NO VOTE
VICE-PRESIDENT HAS "X" VOTES
SECRETARY (CORRESPONDING) HAS "X" VOTES
SECRETARY (RECORDING) HAS "X" VOTES
ASSISTANT TREASURER HAS "X" VOTES
TREASURER HAS "X" VOTES
PAST PRESIDENT BREAKS ALL TIED VOTES
ANY ACTIVE MEMBER OF THE BOARD MAY VOTE
EXECUTIVE COMMITTEE MAY NOT HOLD PROXIES
PROXY MUST BE MEMBER OF COMMITTEE
INSTRUMENT AUTHORIZING PROXY VALID FOR "X" MONTHS AFTER
CHAIRMEN OF STANDING COMMITTEES HAVE "X" VOTES
"X" DELEGATES FROM EACH REGION MAY VOTE
IF MAIL VOTE REQUIRED, THERE MUST BE "X" DAYS ALLOWED BEFORE FINAL TALLY TAKEN
YES
YES
YES

TABLE 72

QUORUM OF BOARD OF DIRECTORS OF ASSOCIATION

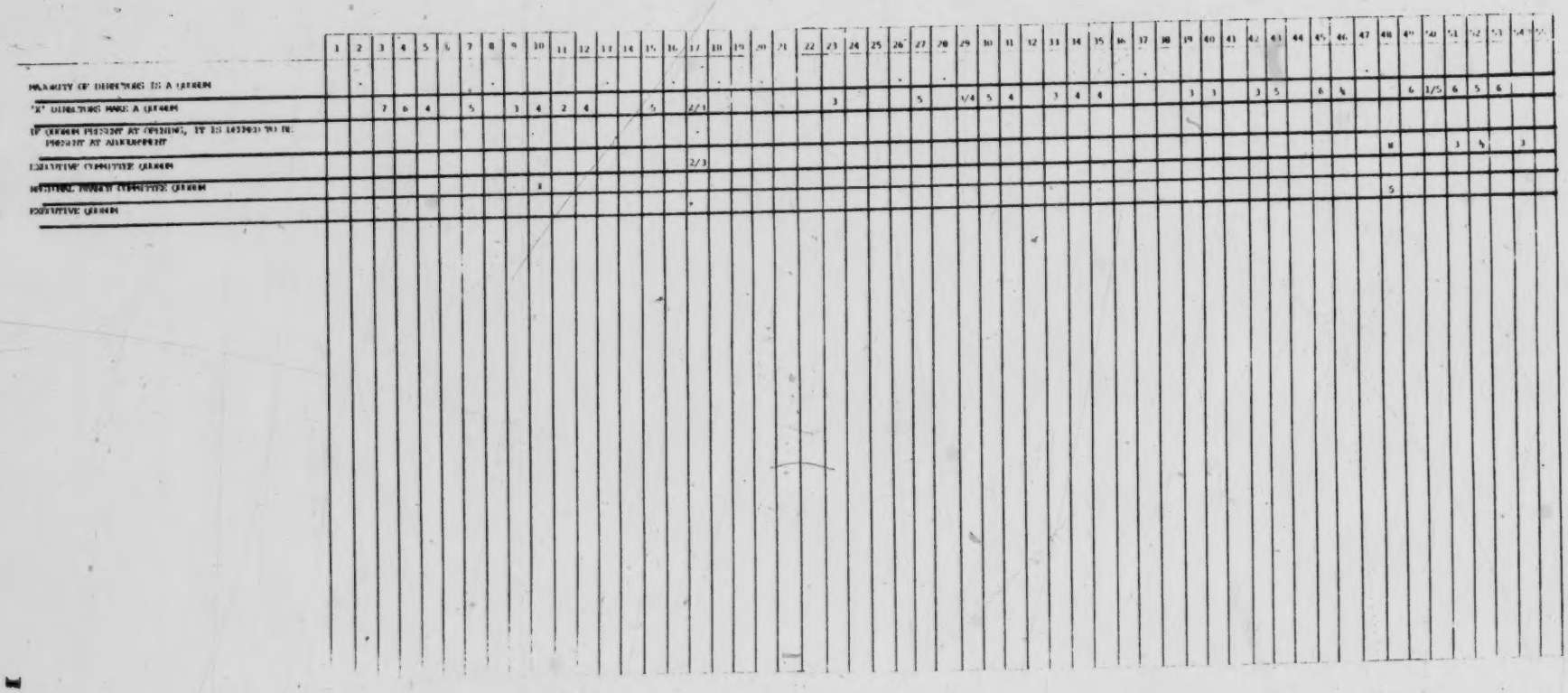


TABLE 73

DUTIES OF PRESIDENT OF ASSOCIATION

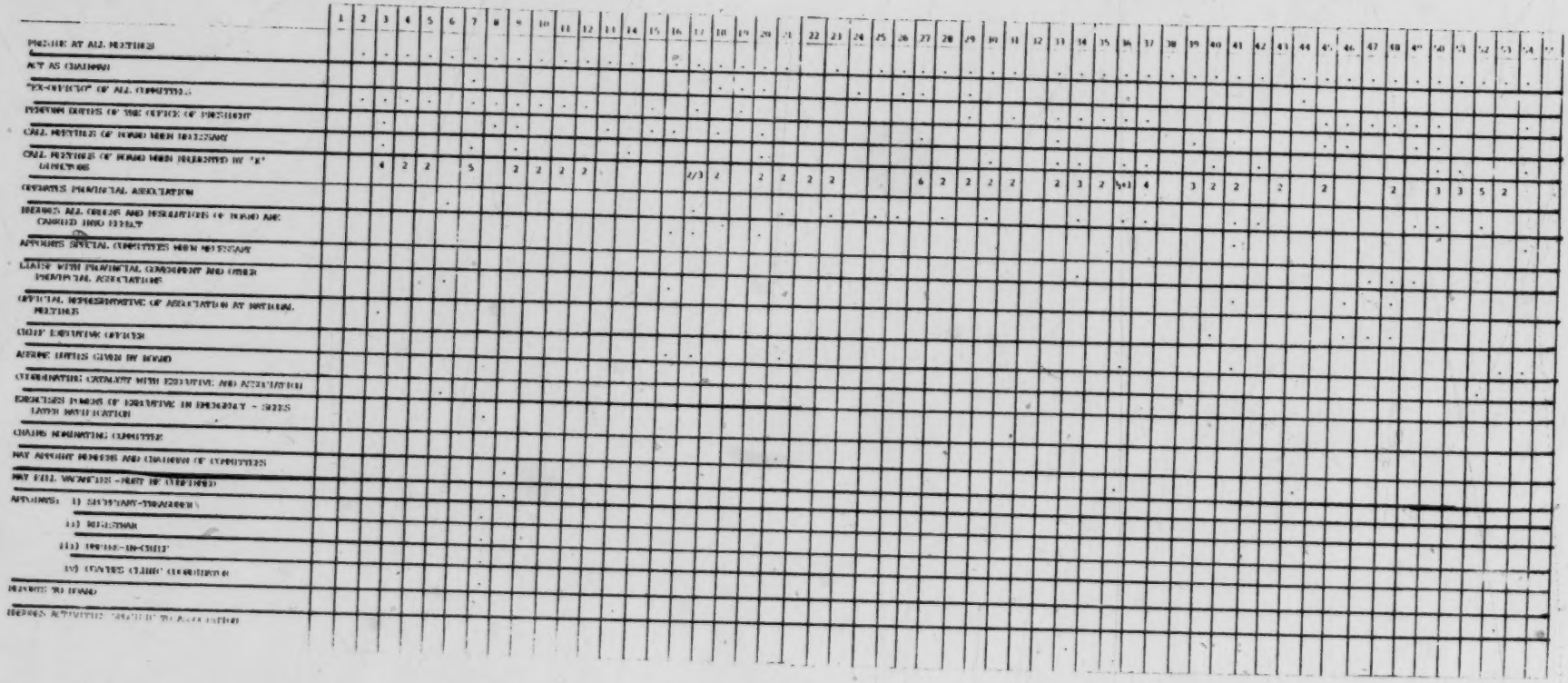


TABLE 73 (CONT'D)

DUTIES OF PRESIDENT OF ASSOCIATION

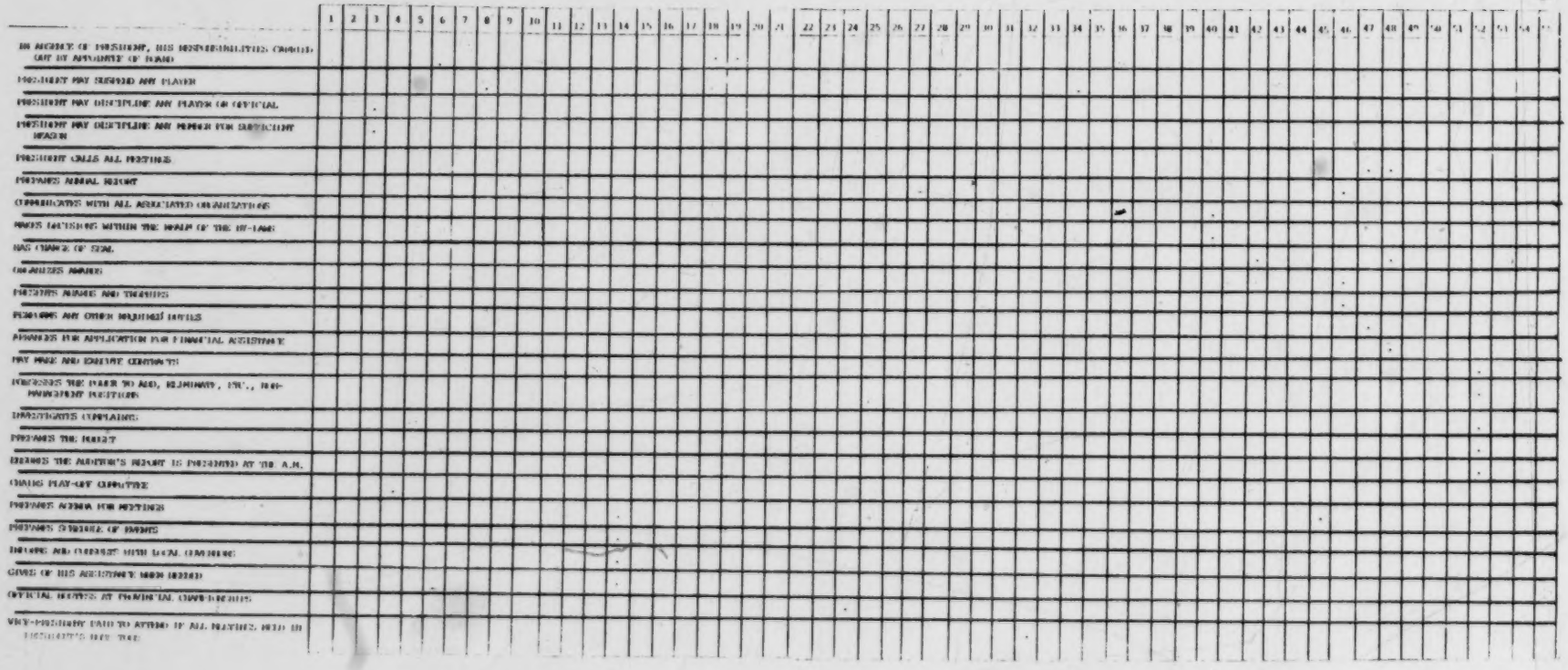

1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54 55
IN ABSENCE OF PRESIDENT, HIS RESPONSIBILITIES CARRIED OUT BY ASSOCIATE OR BOARD
PRESIDENT MAY SUSPEND ANY PLAYER
PRESIDENT MAY DISCIPLINE ANY PLAYER OR OFFICIAL
PRESIDENT MAY DISCIPLINE ANY PERSON FOR INSUFFICIENT REASON
PRESIDENT CALLS ALL MEETINGS
PREPARES ANNUAL REPORT
COMMUNICATES WITH ALL AFFILIATED ORGANIZATIONS
MAKES DECISIONS WITHIN THE SCOPE OF THE BY-LAWS
HAS CASTING VOTE.
ORGANIZES AGENDA
PRESIDES OVER MEETINGS
PERFORMS ANY OTHER REQUIRED DUTIES
APPROVES FOR APPLICATION FOR FINANCIAL ASSISTANCE
PAY FREE AND EXCUSE CERTAIN
DETERMINES THE RATE TO BE PAID, REIMBURSE, ETC., FOR PROFICIENT POSITIONS
INVESTIGATES COMPLAINTS
PREPARES THE BUDGET
ENSURES THE AUDITOR'S REPORT IS PRESENTED AT THE A.M.
CHAIRS PLAY-OFF COMMITTEE
PREPARES AGENDA FOR MEETINGS
PREPARES MINUTES OF MEETINGS
ENSURES ALL CONTACT WITH LOCAL GOVERNING
GIVES UP HIS RESIDENCE WHEN ELECTED
OFFICIAL DUTIES AT PROVINCIAL CONVENTIONS
VICE-PRESIDENT PAID TO ATTEND IF ALL MEETINGS HELD IN

TABLE 74

DUTIES OF VICE-PRESIDENTS OF ASSOCIATIONS

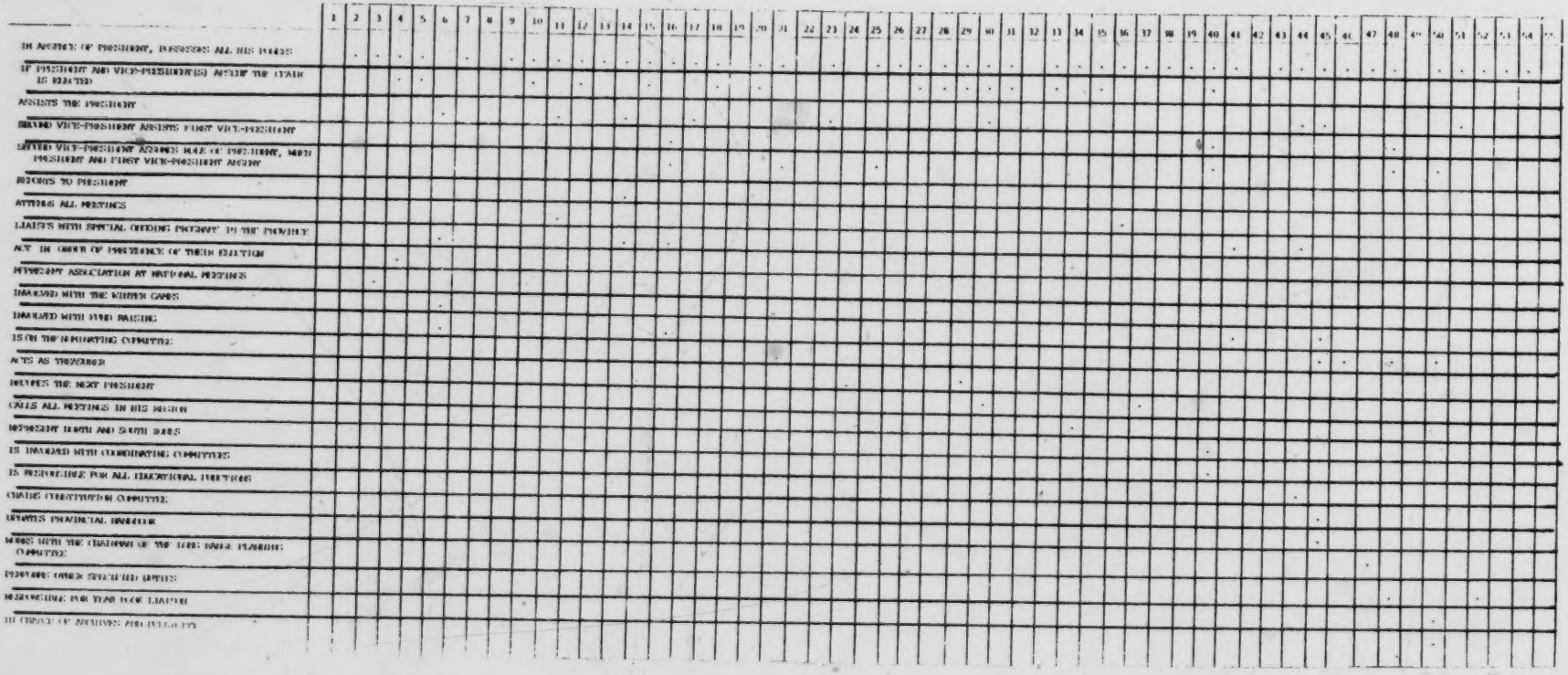


TABLE 74 (CONT'D)

DUTIES OF VICE-PRESIDENTS OF ASSOCIATIONS

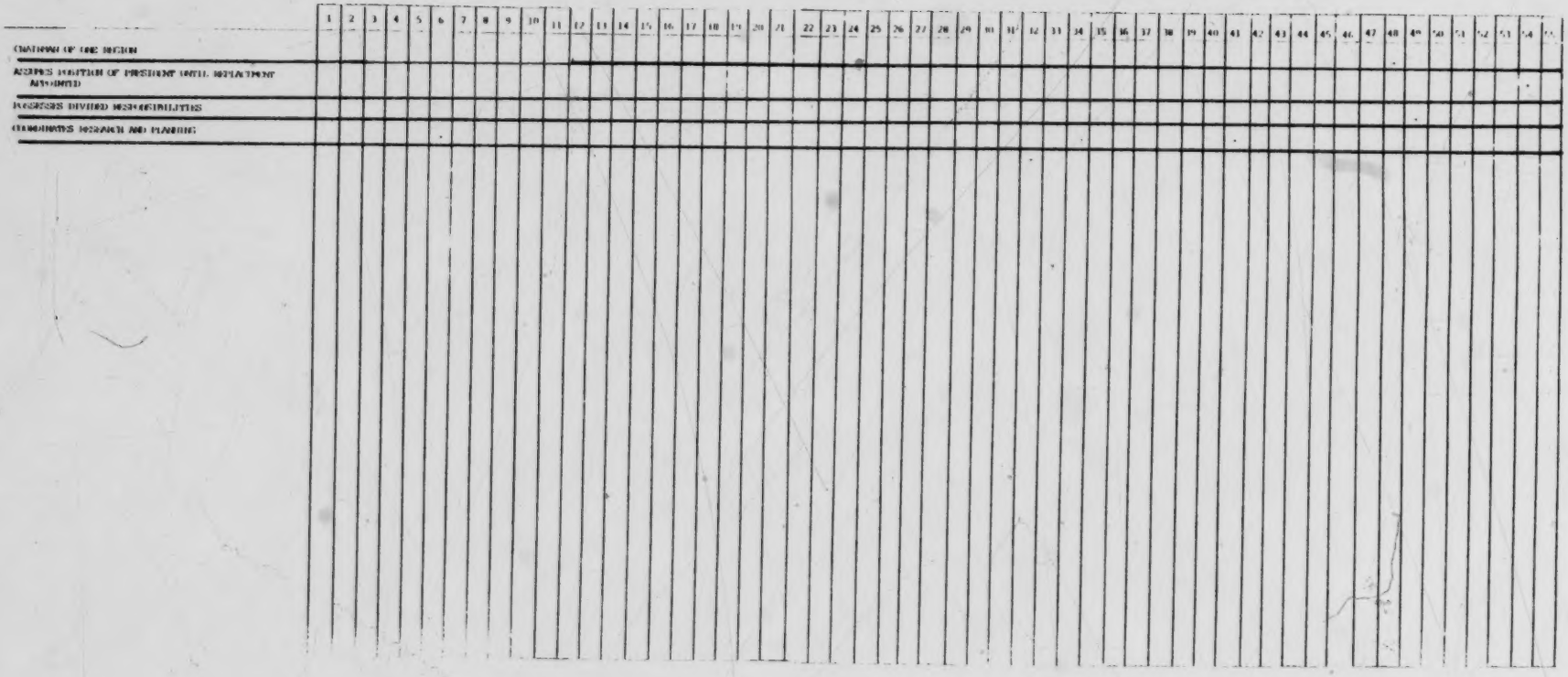

CHAIRMAN OF THE REGION
ASSUME POSITION OF PRESIDENT UNTIL REPLACEMENT APPOINTED
POSSESS DIVIDED RESPONSIBILITIES
COORDINATE RESEARCH AND PLANNING

TABLE 75

DUTIES OF EXECUTIVE DIRECTOR OF ASSOCIATIONS

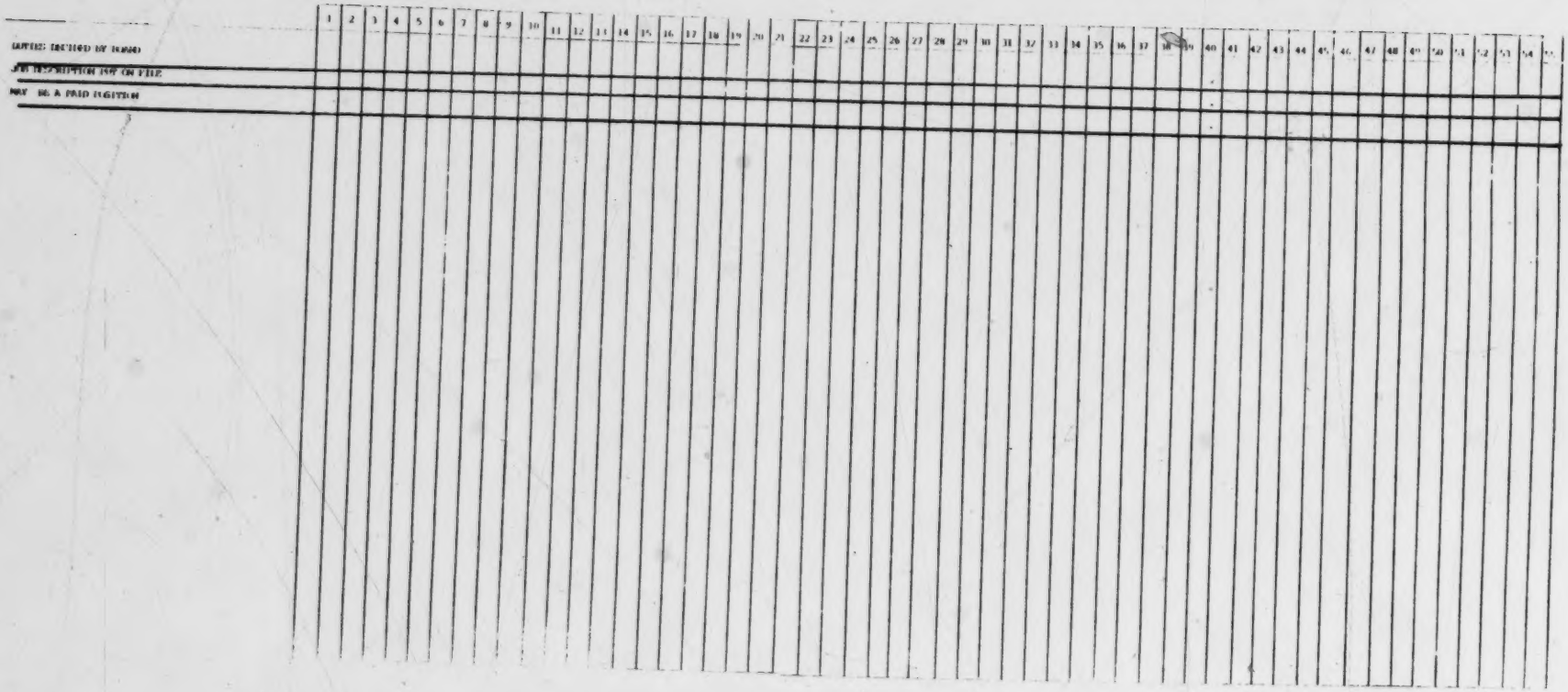


TABLE 76

DUTIES OF SECRETARY OF ASSOCIATIONS

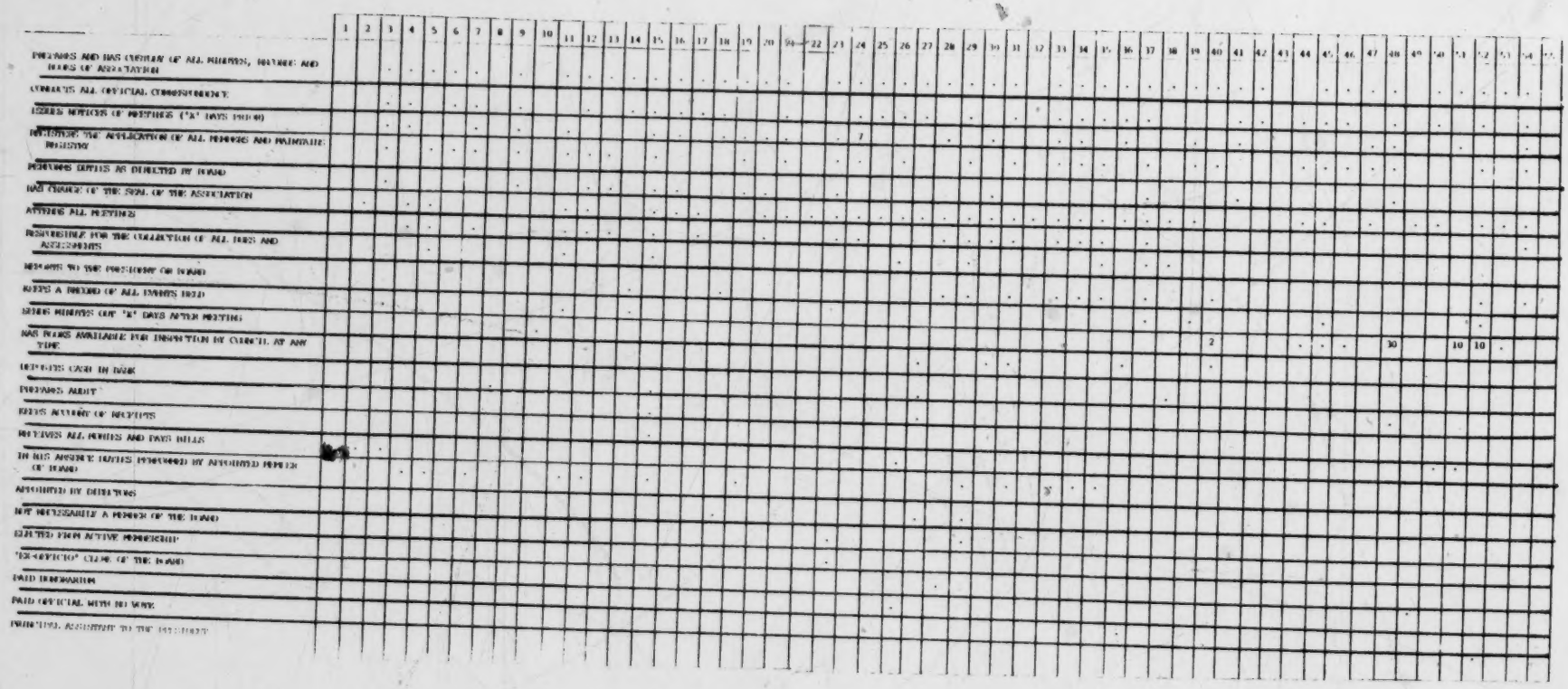

1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54 55
PREPARES AND HAS CUSTODY OF ALL MINUTES, NOTICE AND BOOKS OF ASSOCIATION
CONDUCTS ALL OFFICIAL CORRESPONDENCE
ISSUES NOTICES OF MEETINGS ("X" DAYS PRIOR)
REVIEWS THE APPLICATION OF ALL MEMBERS AND PROMOTES MEMBERSHIP
PERFORMS DUTIES AS DIRECTED BY BOARD
HAS CHARGE OF THE SEAL OF THE ASSOCIATION
ATTENDS ALL MEETINGS
RESPONSIBLE FOR THE COLLECTION OF ALL DUES AND ASSESSMENTS
REPORTS TO THE PRESIDENT OR BOARD
KEEPS A RECORD OF ALL EVENTS HELD
SENDS MINUTES OUT "X" DAYS AFTER MEETING
HAS BOOKS AVAILABLE FOR INSPECTION BY COUNCIL AT ANY TIME
DEPOSITS CASH IN BANK
PREPARES AUDIT
KEEPS ACCURATE RECEIPTS
RECEIVES ALL MONIES AND PAYS BILLS
IN HIS ABSENCE DUTIES PERFORMED BY APPOINTED MEMBER OF BOARD
APPOINTED BY DIRECTORS
NOT NECESSARILY A MEMBER OF THE BOARD
ELECTED FROM ACTIVE MEMBERSHIP
"EX-OFFICIO" CLERK OF THE BOARD
PAID HONORARIUM
PAID OFFICIAL WITH NO VOTE
PERFORMS ASSISTANT TO THE SECRETARY
1
2
30
10
10

TABLE 76 (CONT'D)

DUTIES OF SECRETARY OF ASSOCIATIONS

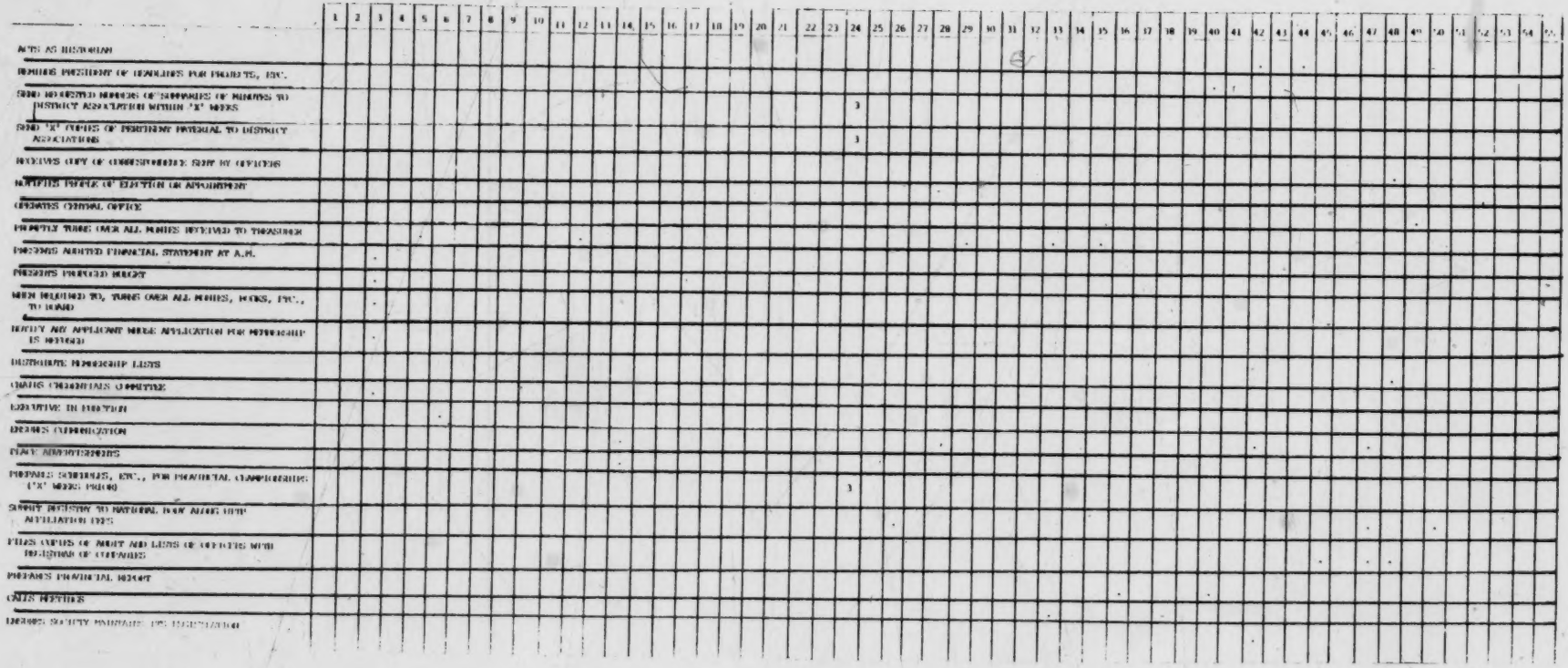

ACTS AS HISTORIAN
SIGNS PRESIDENT OF BONDING FOR FUNDS, ETC.
SEND REQUIRED NUMBER OF COPIES OF MINUTES TO DISTRICT ASSOCIATION WITHIN "X" WEEKS
3
SEND "X" COPIES OF PERTINENT MATERIAL TO DISTRICT ASSOCIATIONS
3
RECEIVES COPY OF CONSTITUTION SIGN BY OFFICERS
NOTIFIES PLACE OF ELECTION OR APPOINTMENT
CREATES CENTRAL OFFICE
PROMPTLY TURNS OVER ALL MONIES RECEIVED TO TREASURER
PRESENTS AUDITED FINANCIAL STATEMENT AT A.M.
PRESENTS PROPOSED BUDGET
WHEN REQUIRED TO, TURNS OVER ALL MONIES, BOOKS, ETC., TO BOARD
NOTIFY ANY APPLICANT WHOSE APPLICATION FOR MEMBERSHIP IS REJECTED
DISTRIBUTE MEMBERSHIP LISTS
CHAIRS CREDENTIALS COMMITTEE
EXECUTIVE IN NATURE
DRAWS CERTIFICATES
HAVE ADMINISTERING
PREPARES BUDGETS, ETC., FOR FINANCIAL CAMPAIGNING ("X" WEEKS PRIOR)
3
SUBMIT MINUTES TO NATIONAL FOR AUDIT WITH AFFILIATION FEES
FILES COPIES OF MUST AID LAWS OR CONTACTS WITH LEGISLATORS OR OFFICIALS
PREPARES FINANCIAL REPORT
CALLS MEETINGS
DRAWS SECURITY BONDING (IF REQUIRED)

TABLE 76 (CONT'D)

DUTIES OF SECRETARY OF ASSOCIATIONS

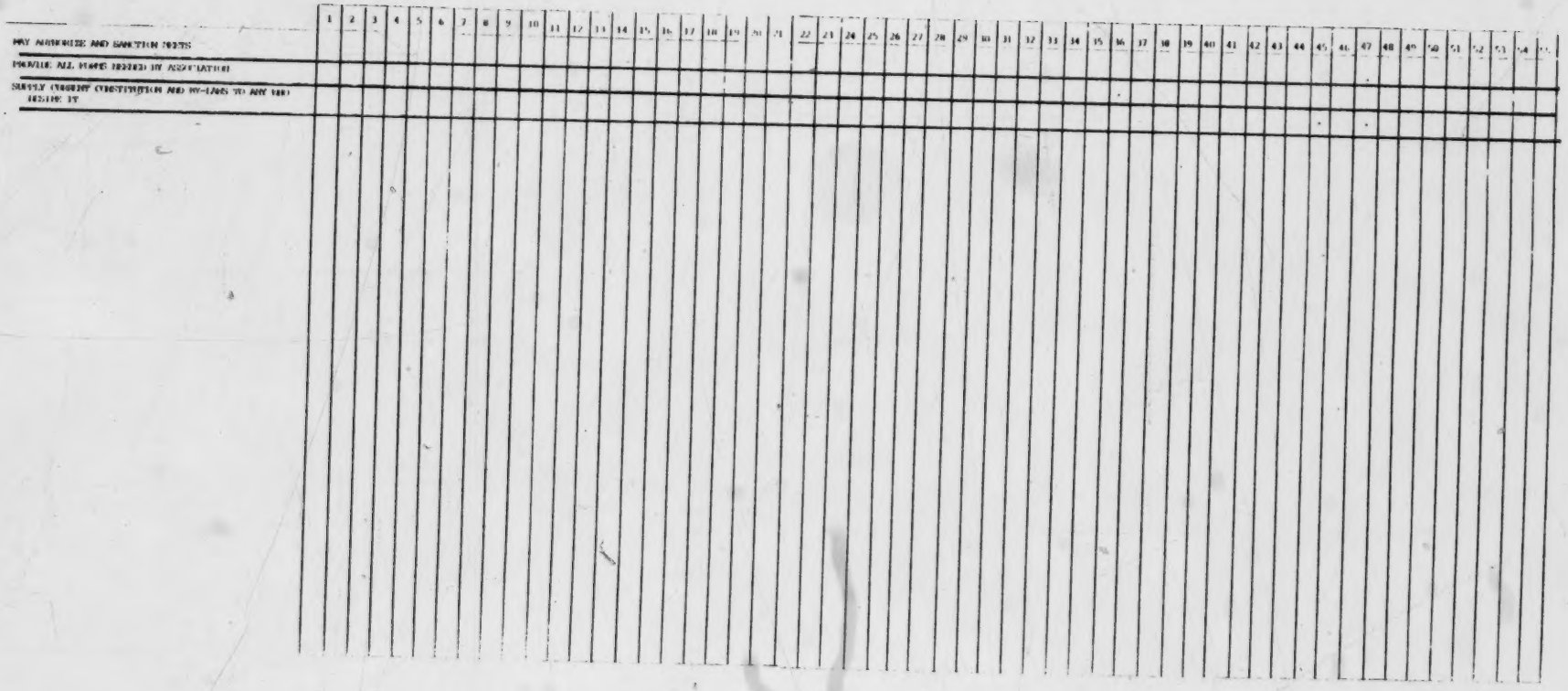


TABLE 77

DUTIES OF TREASURER OF ASSOCIATIONS

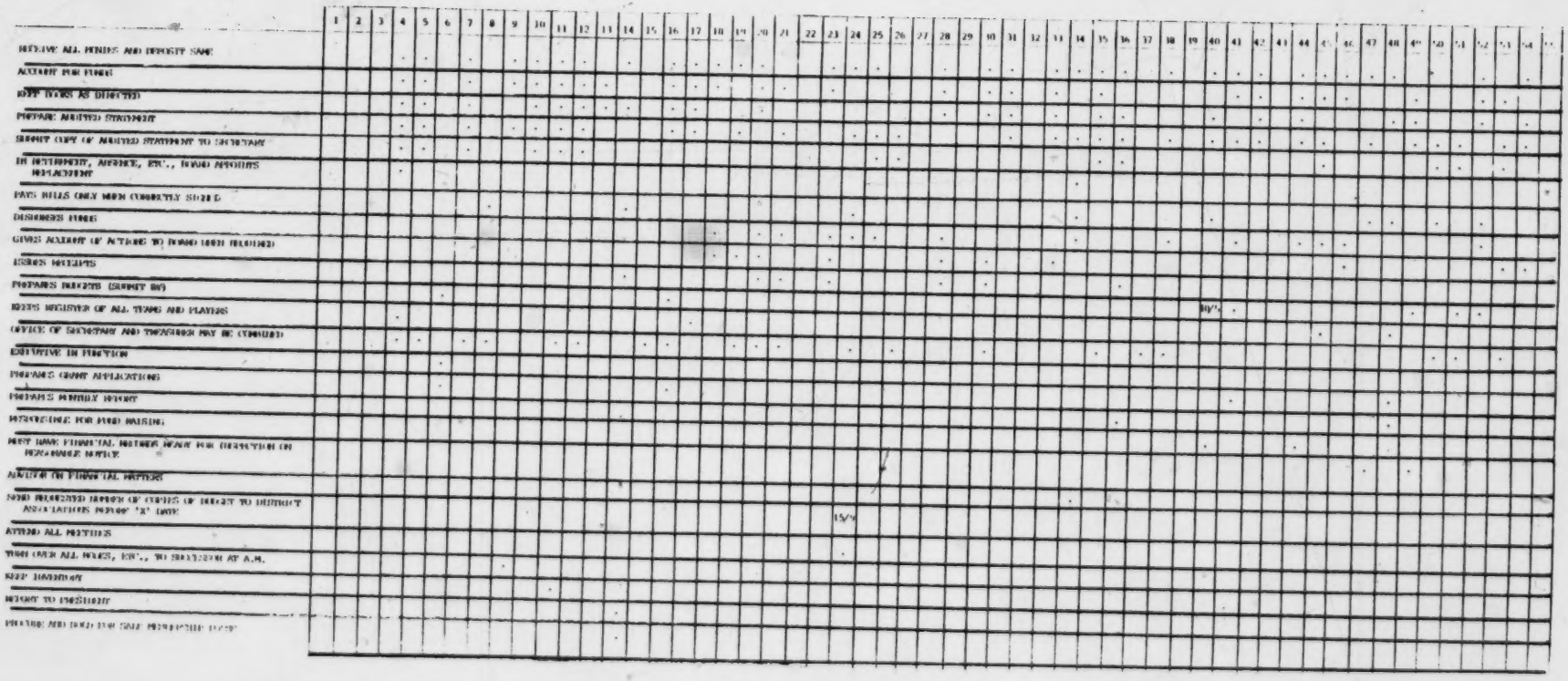


TABLE 77 (CONT'D)

DUTIES OF TREASURER OF ASSOCIATIONS

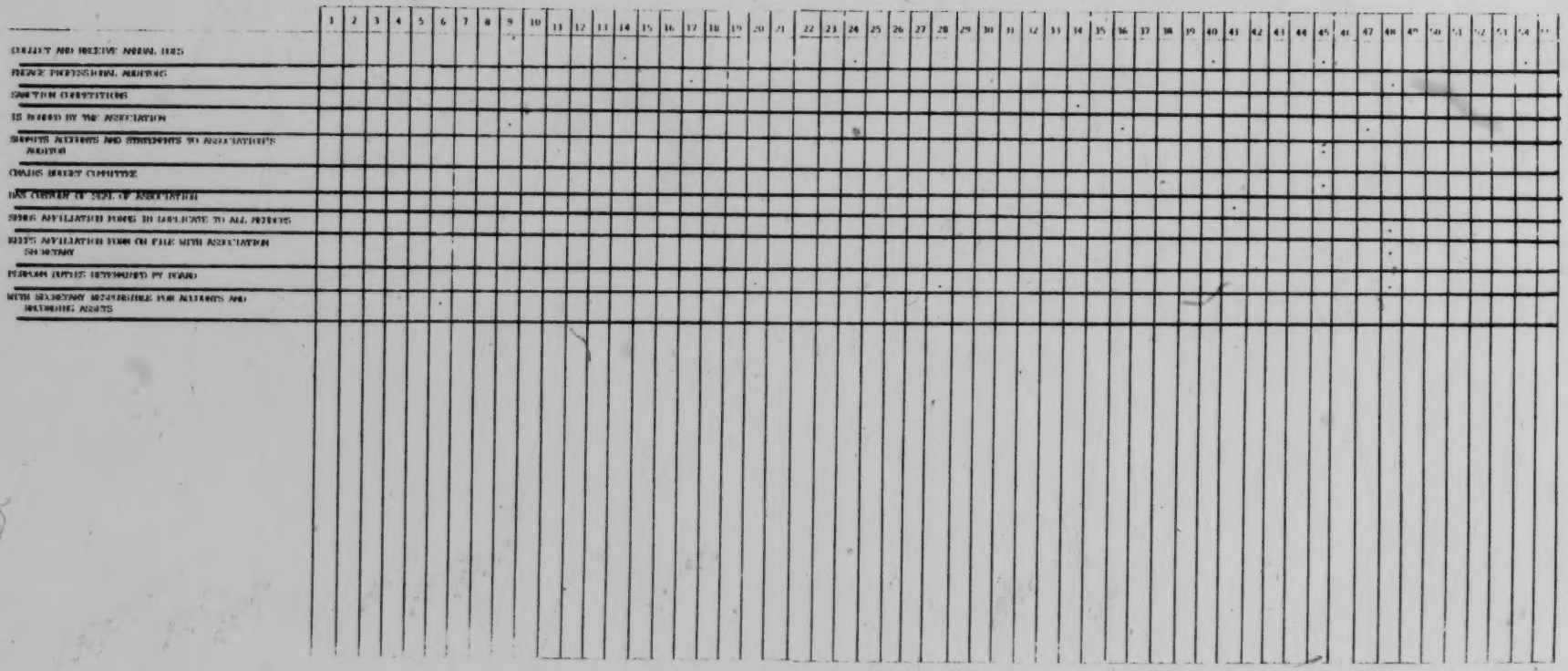

1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54
(DUTIES AND RECEIVE MORAL DUES
FRIEND PROFESSIONAL MEETING
EXECTION CONSTITUTION
IS BONDED BY THE ASSOCIATION
SUBMITS MINUTES AND STATEMENTS TO ASSOCIATION'S AUDITOR
CHAIRS AUDIT COMMITTEE
HAS CUSTODY OF SEAL OF ASSOCIATION
SIGNS AFFILIATION FORMS IN DUPLICATE TO ALL MEMBERS
KEEPS AFFILIATION FORM ON FILE WITH ASSOCIATION SECRETARY
PERFORMS DUTIES DETERMINED BY BOARD
WITH SECRETARY RESPONSIBLE FOR ACCOUNTS AND HANDLING ASSETS

TABLE 78

DUTIES OF PAST PRESIDENT

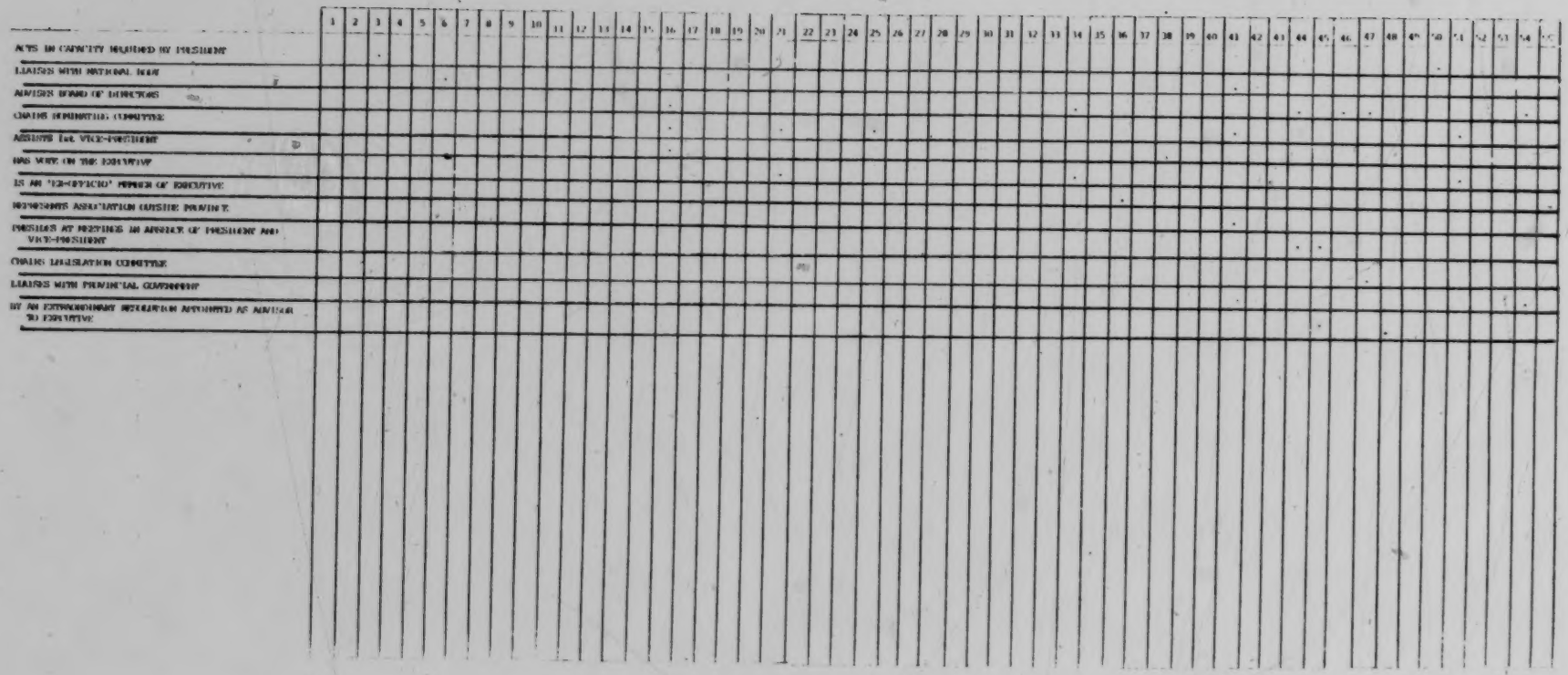

ACTS IN CAPACITY REQUIRED BY PRESIDENT
LIAISES WITH NATIONAL BODY
ADVISES BOARD OF DIRECTORS
CHAIRS NOMINATING COMMITTEE
ASSISTS 1st VICE-PRESIDENT
HAS VOTE ON THE EXECUTIVE
IS AN "EX-OFFICIO" MEMBER OF EXECUTIVE
REPRESENTS ASSOCIATION OUTSIDE PROVINCE
PRESIDES AT MEETINGS IN ABSENCE OF PRESIDENT AND VICE-PRESIDENT
CHAIRS LEGISLATION COMMITTEE
LIAISES WITH PROVINCIAL GOVERNMENT
BY AN ESTABLISHMENT REGULATION APPOINTED AS ADVISER TO EXECUTIVE

TABLE 79

DUTIES OF GOVERNOR

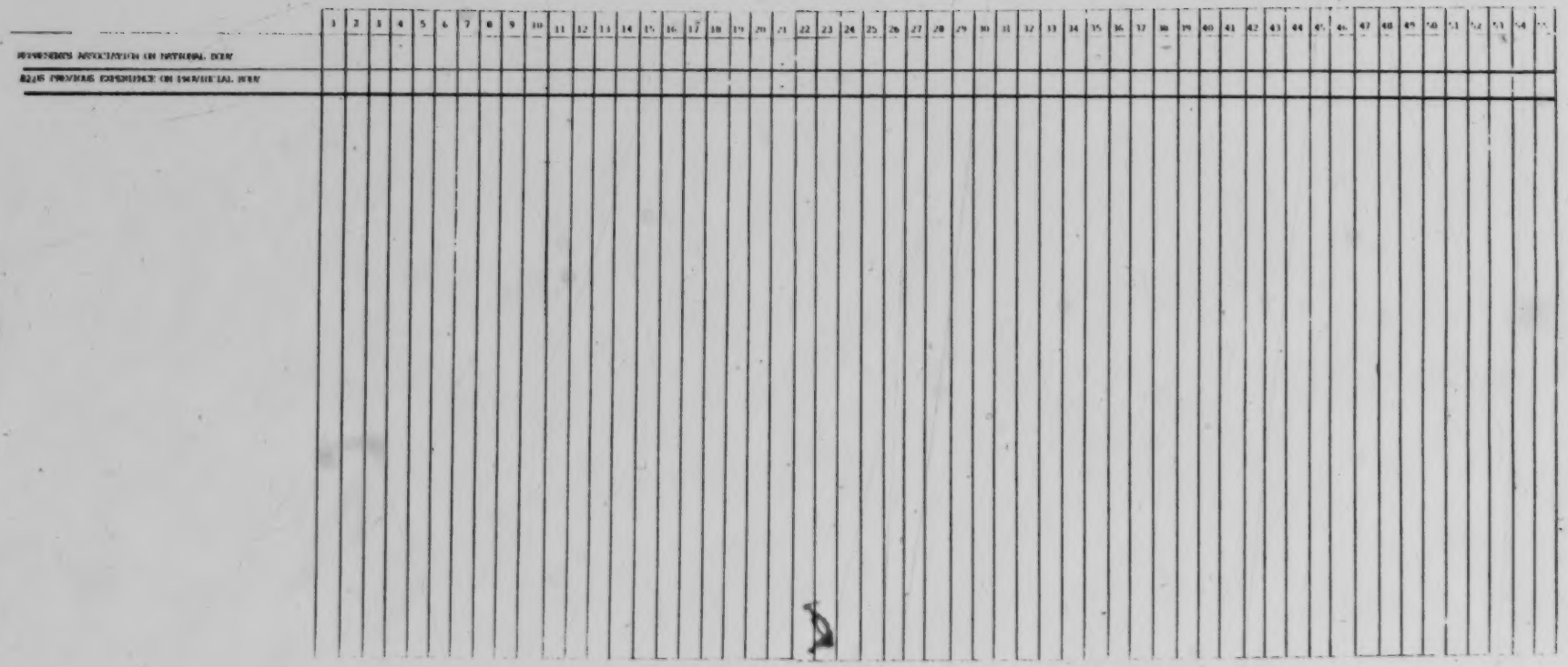


TABLE 80

DUTIES OF EXECUTIVE MEMBER

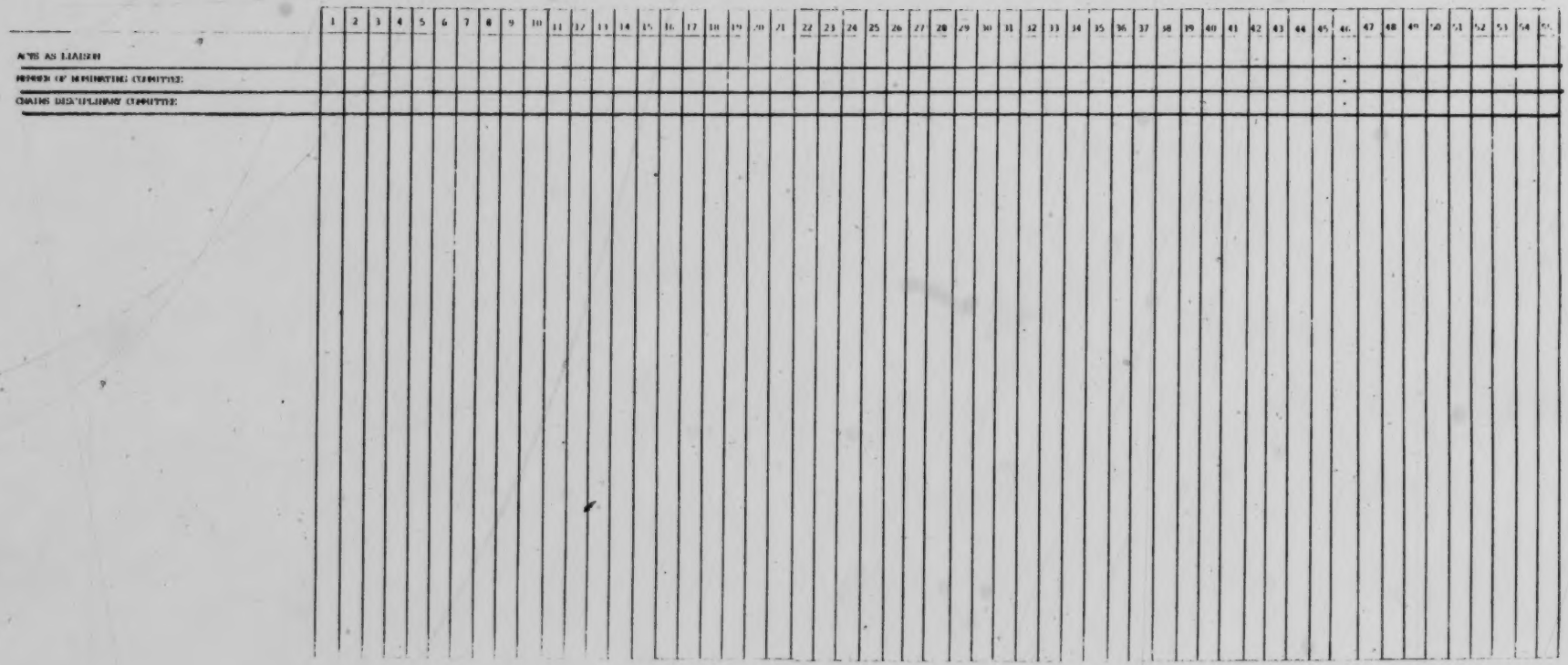


TABLE 81

DUTIES OF SECRETARY CORRESPONDING

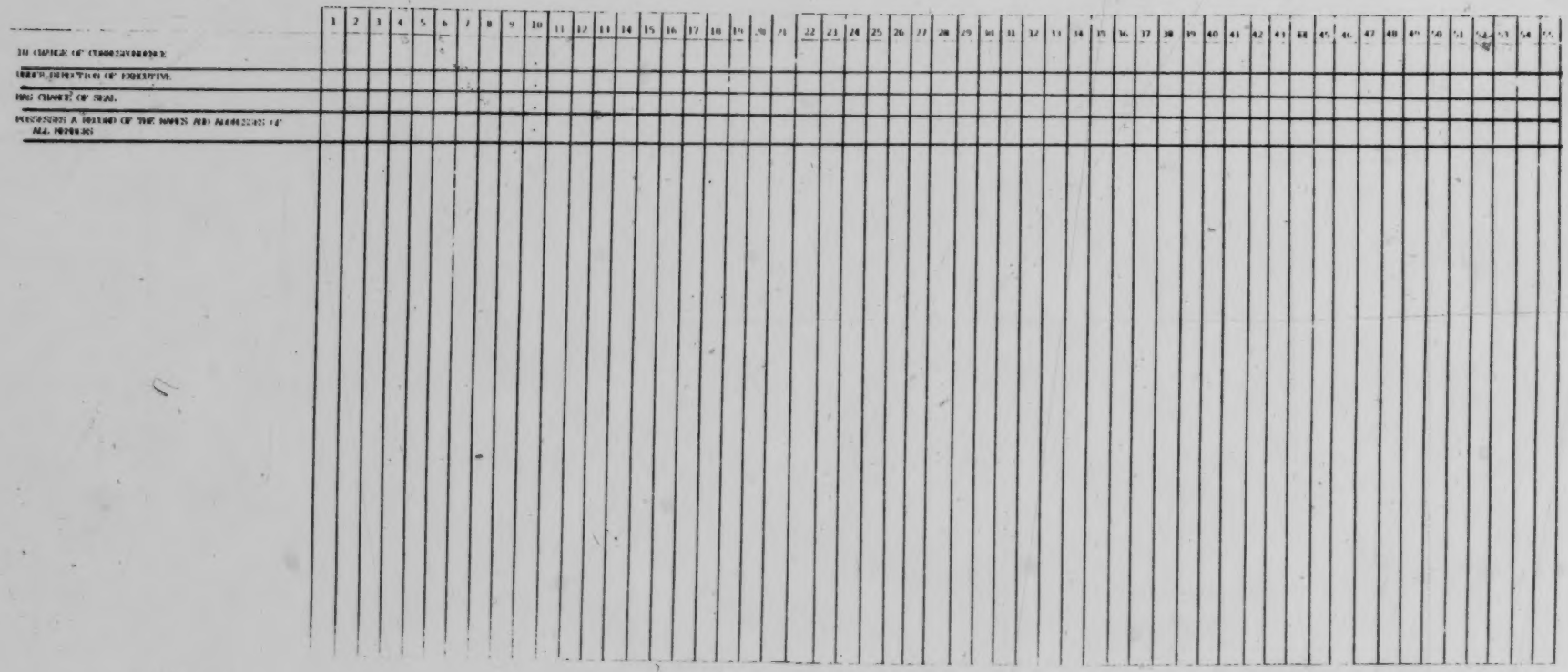


TABLE 82

DUTIES OF SECRETARY RECORDING

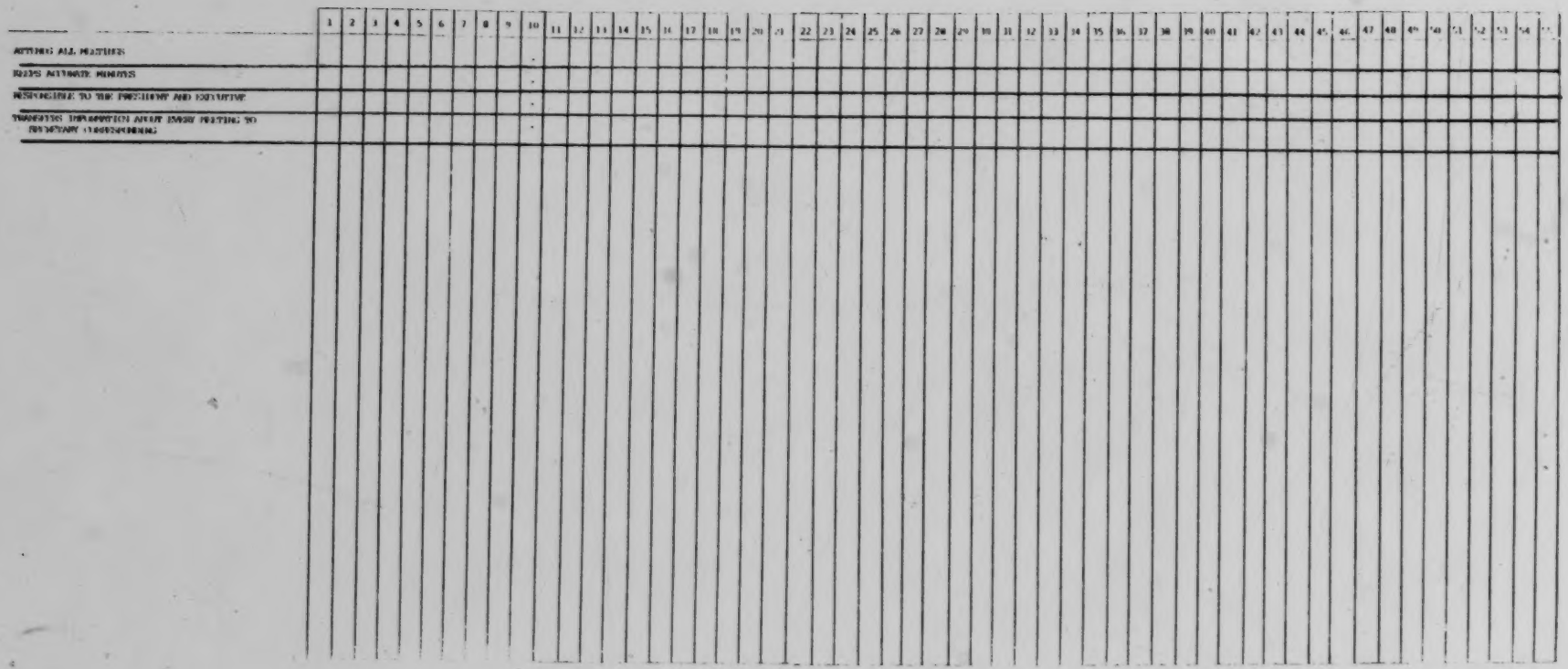


TABLE 83

DUTIES OF TECHNICAL DIRECTOR

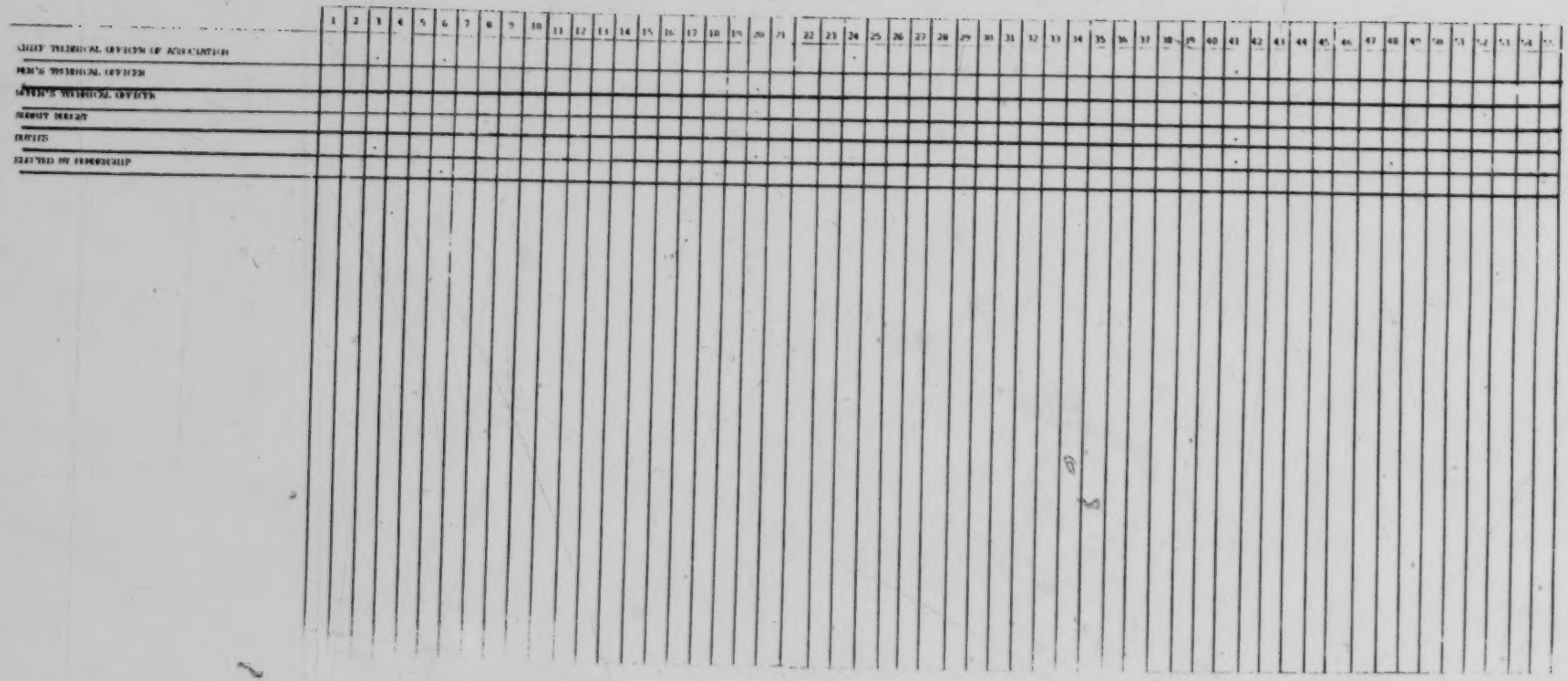


TABLE 84

DUTIES OF REGISTRAR

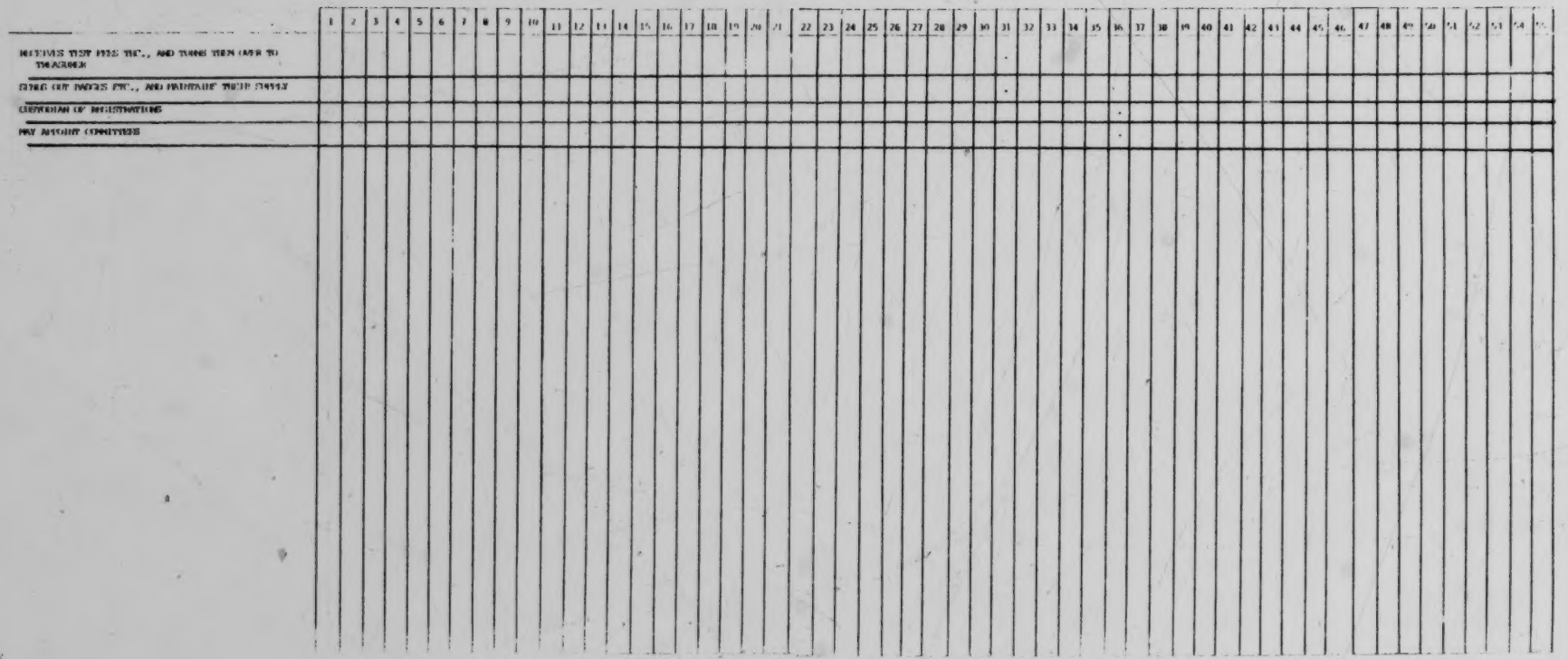


TABLE 85

DUTIES OF EXECUTIVE SECRETARY

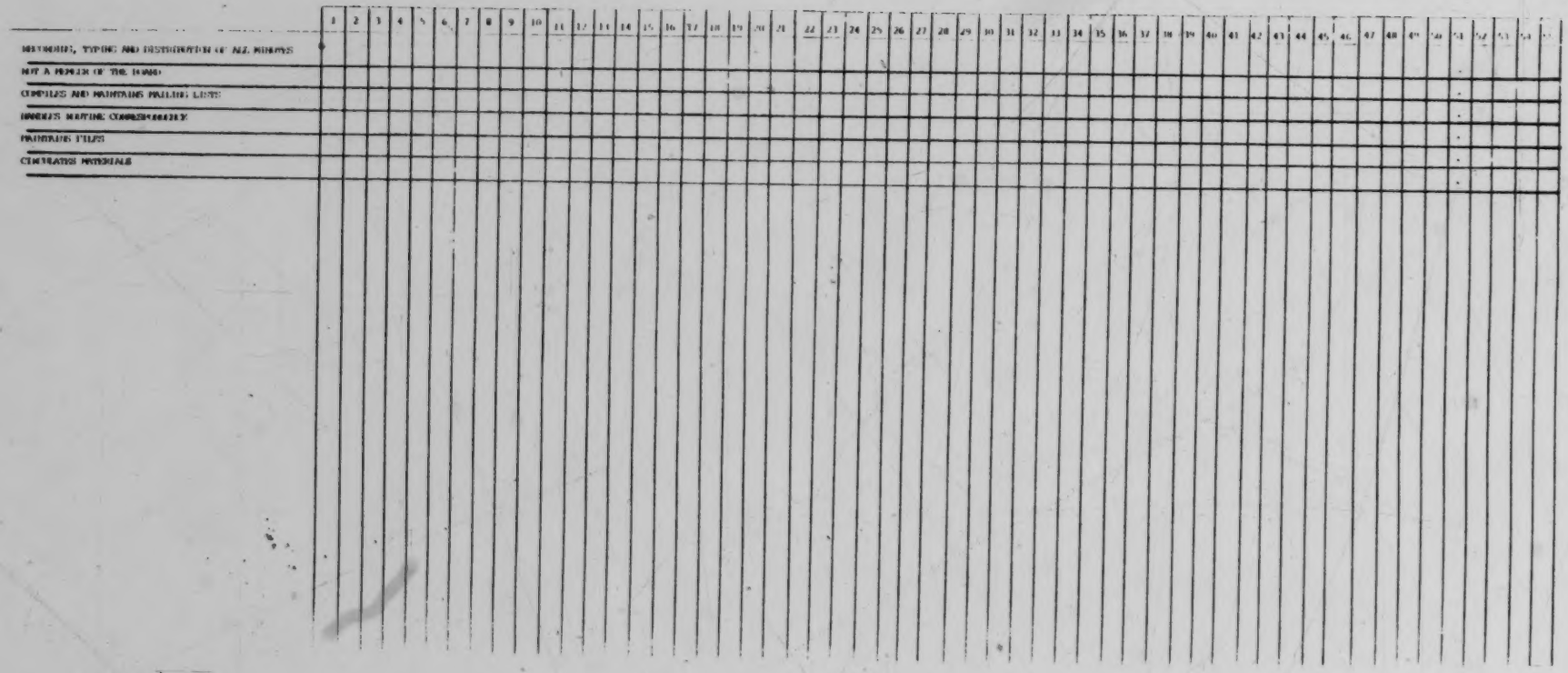


TABLE 86

DISTRICT ORGANIZERS AND THEIR DUTIES

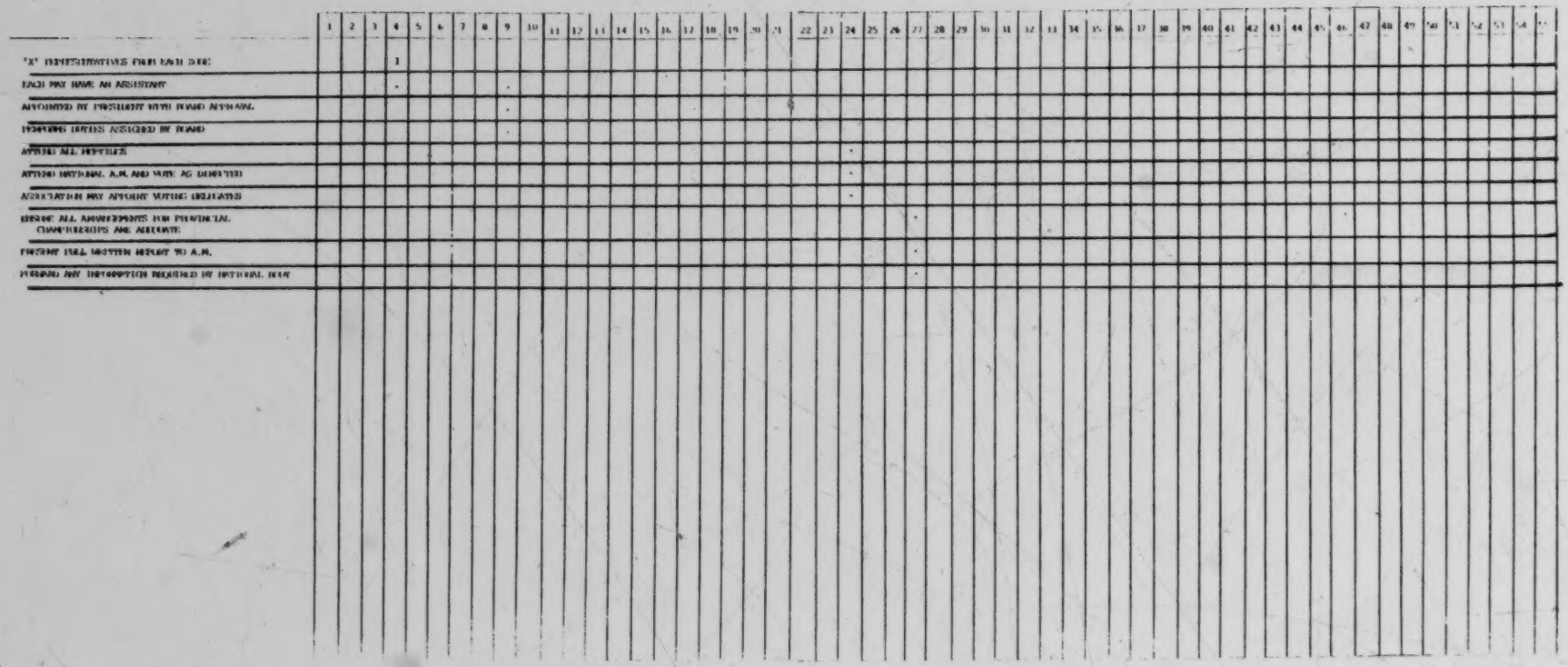

1
'X' REPRESENTATIVES FOR EACH DAY.
EACH MAY HAVE AN ASSISTANT
APPOINTED BY PRESIDENT WITH BOARD APPROVAL
DUTIES ASSIGNED BY BOARD
ATTEND ALL MEETINGS
ATTEND NATIONAL A.M. AND VOTE AS DIRECTED
ASSOCIATION MAY APPOINT VOTING DELEGATES
SECURE ALL AGREEMENTS FOR PROVINCIAL CONFERENCES AND ARRANGE
PRESENT FULL WRITTEN REPORT TO A.M.
PURSUE ANY INVESTIGATION REQUIRED BY NATIONAL BODY

TABLE 87

SIGNING OFFICERS OF ASSOCIATIONS

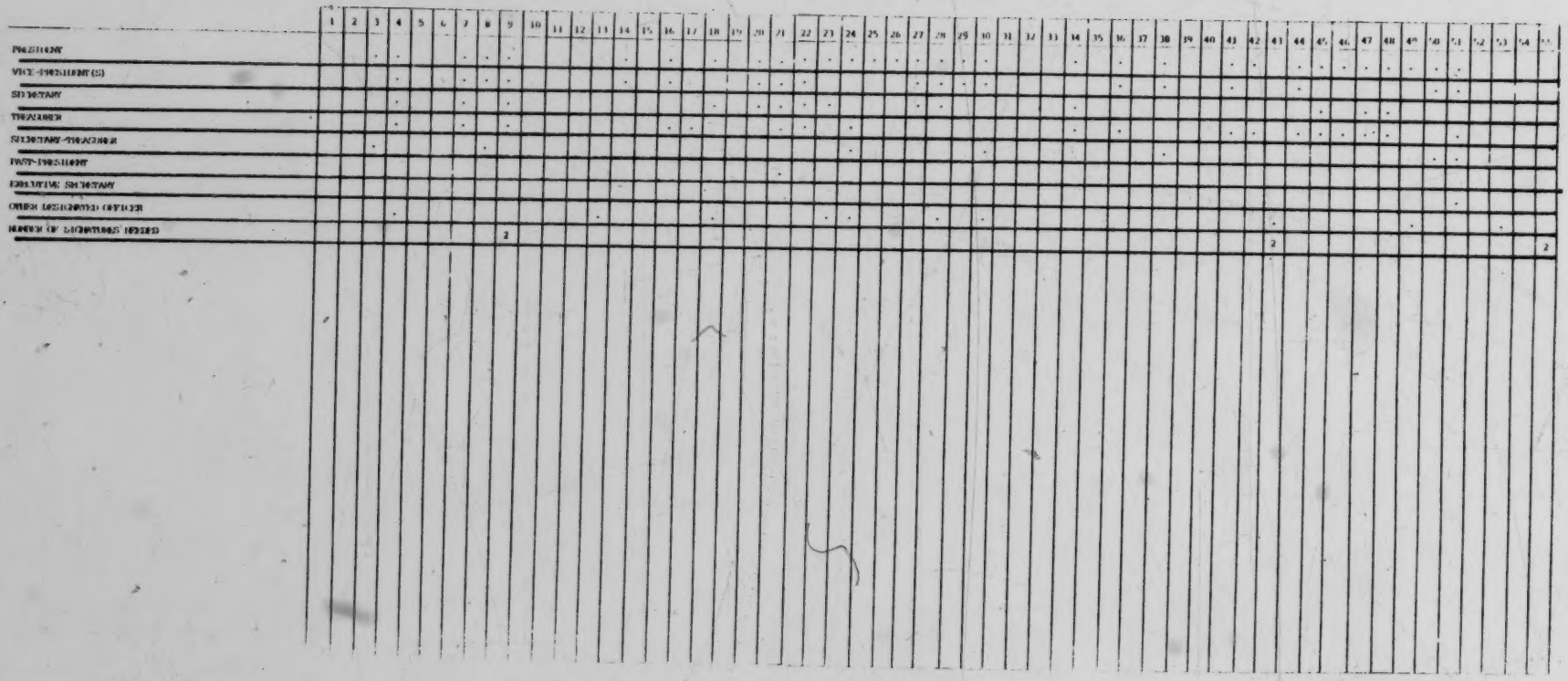


TABLE 88

COMMITTEES OF ASSOCIATIONS

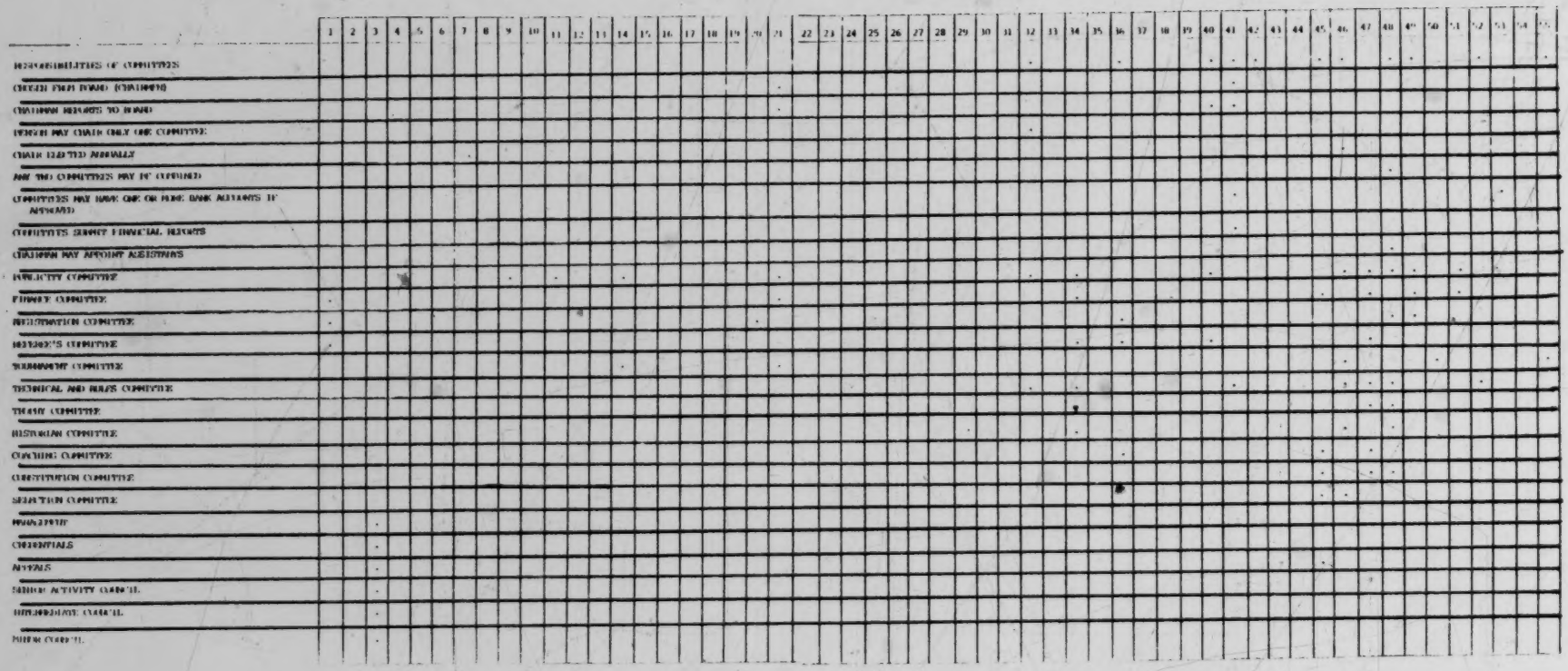

RESPONSIBILITIES OF COMMITTEES
CHECKS PAID BOARD (CHAIRMAN)
CHAIRMAN REPORTS TO BOARD
PERSON MAY CHAIR ONLY ONE COMMITTEE
CHAIR ELECTED ANNUALLY
ANY TWO COMMITTEES MAY BE COMBINED
COMMITTEES MAY HAVE ONE OR MORE BANK ACCOUNTS IF APPROVED
COMMITTEES SUBMIT FINANCIAL REPORTS
CHAIRMAN MAY APPOINT ASSISTANTS
PUBLICITY COMMITTEE
FINANCE COMMITTEE
REGISTRATION COMMITTEE
HOUSING COMMITTEE
MEMBERSHIP COMMITTEE
TECHNICAL AND RULES COMMITTEE
TREASURY COMMITTEE
HISTORIAN COMMITTEE
COACHING COMMITTEE
CONSTITUTION COMMITTEE
SELECTION COMMITTEE
PROGRAM
CREDENTIALS
AWARDS
STUDENT ACTIVITY COUNCIL
DEVELOPMENT COUNCIL
POWER COUNCIL
1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54 55

TABLE 88 (CONT'D)

COMMITTEES OF ASSOCIATIONS

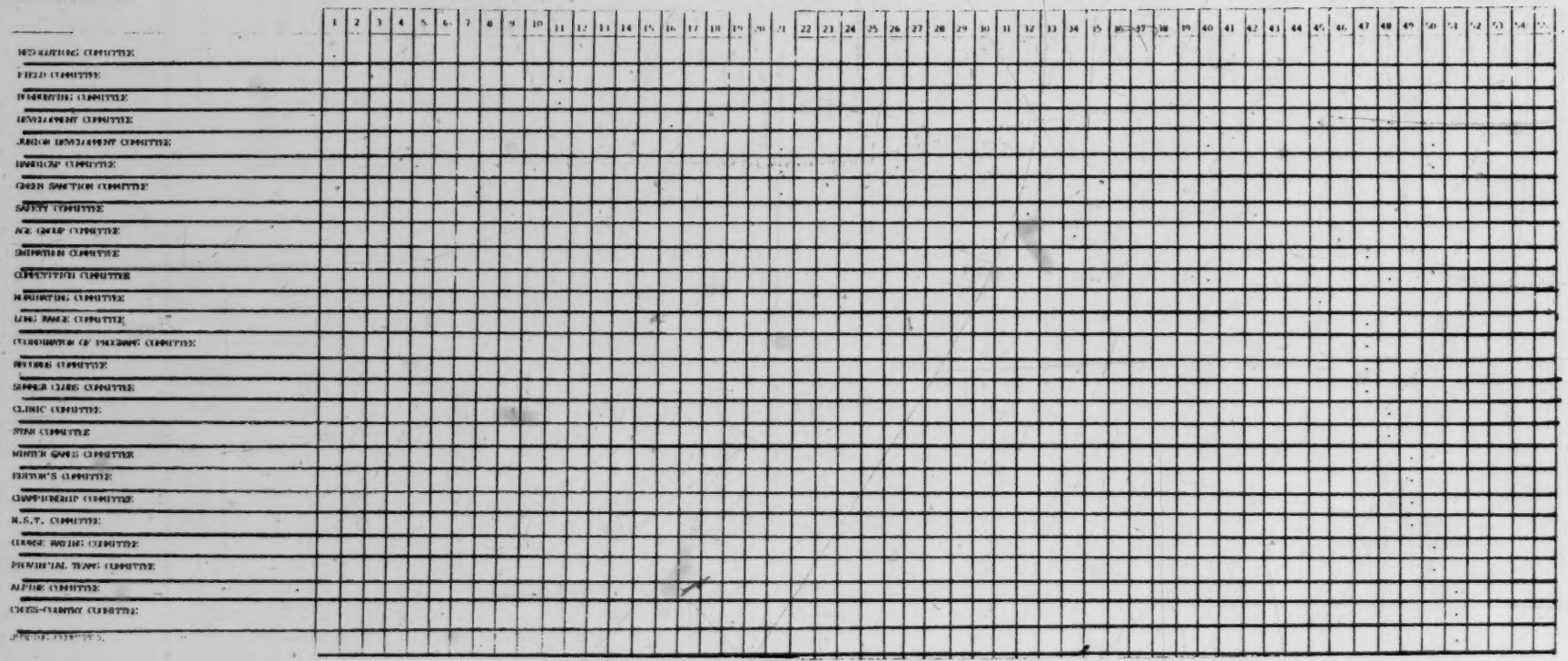

1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54 55
RECREATION COMMITTEE
FIELD COMMITTEE
PUBLICITY COMMITTEE
DEVELOPMENT COMMITTEE
JUNIOR DEVELOPMENT COMMITTEE
HANDICAP COMMITTEE
CREW SELECTION COMMITTEE
SAFETY COMMITTEE
AGE GROUP COMMITTEE
REGATTA COMMITTEE
COMPETITION COMMITTEE
REFEREEING COMMITTEE
LONG RANGE COMMITTEE
COORDINATOR OF PROGRAMS COMMITTEE
BOATING COMMITTEE
SUMMER CAMPS COMMITTEE
CLINIC COMMITTEE
STAR COMMITTEE
WINTER GAMES COMMITTEE
EDITOR'S COMMITTEE
CHAMPIONSHIP COMMITTEE
N.S.T. COMMITTEE
CREW RATING COMMITTEE
PROVINCIAL TEAMS COMMITTEE
ALPINE COMMITTEE
CROSS-COUNTRY COMMITTEE

TABLE 88 (CONT'D)

COMMITTEES OF ASSOCIATIONS

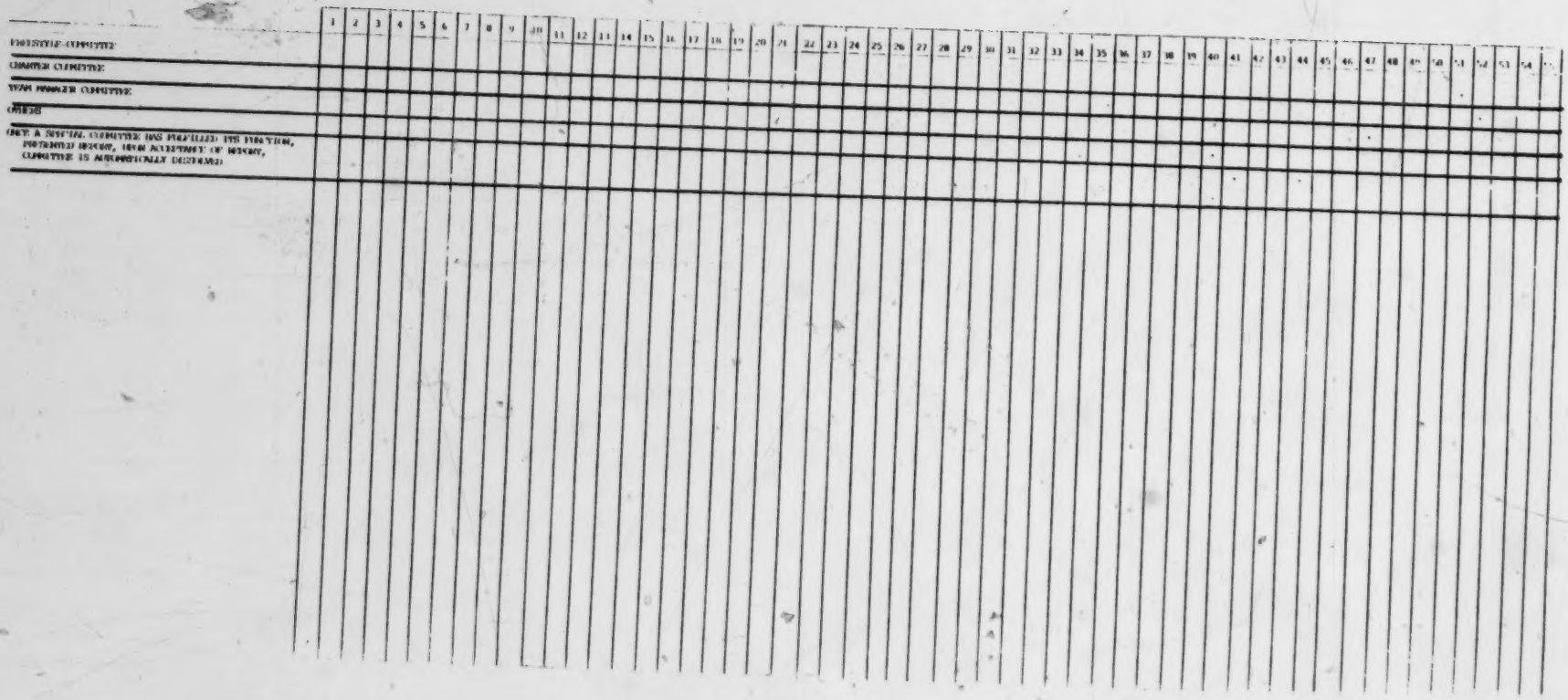

1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54
EXECUTIVE COMMITTEE
CHARTER COMMITTEE
YEAR BOOK/EX COMMITTEE
OTHER
ONCE A SPECIAL COMMITTEE HAS FULFILLED ITS FUNCTION, FORMERLY REPORT, UPON ACCEPTANCE OF REPORT, COMMITTEE IS AUTOMATICALLY DISCHARGED

TABLE 89

DELEGATES TO NATIONAL ASSOCIATION'S ANNUAL MEETING

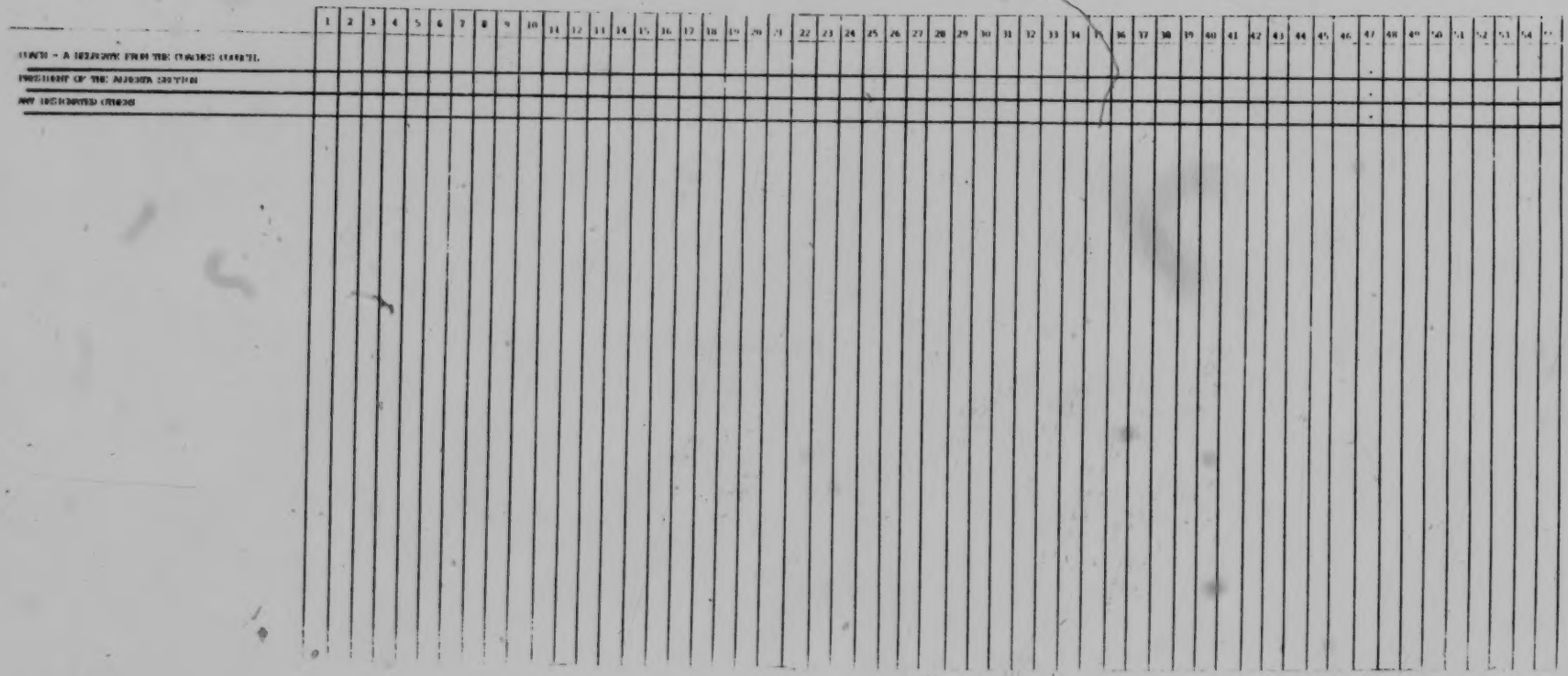


TABLE 90

REGIONAL BRANCH COMMITTEES OF ASSOCIATIONS

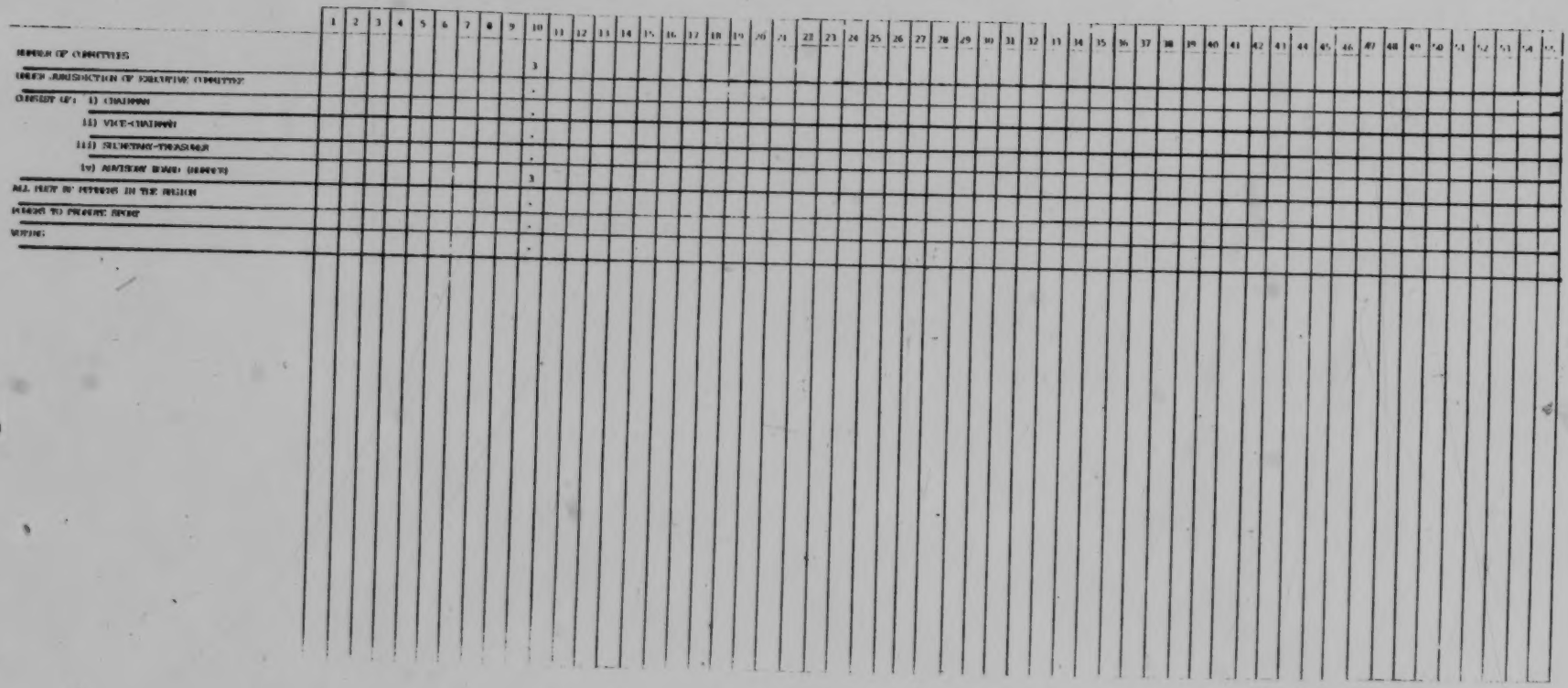


TABLE 91

DUTIES OF ADVISORY CHAIRMAN

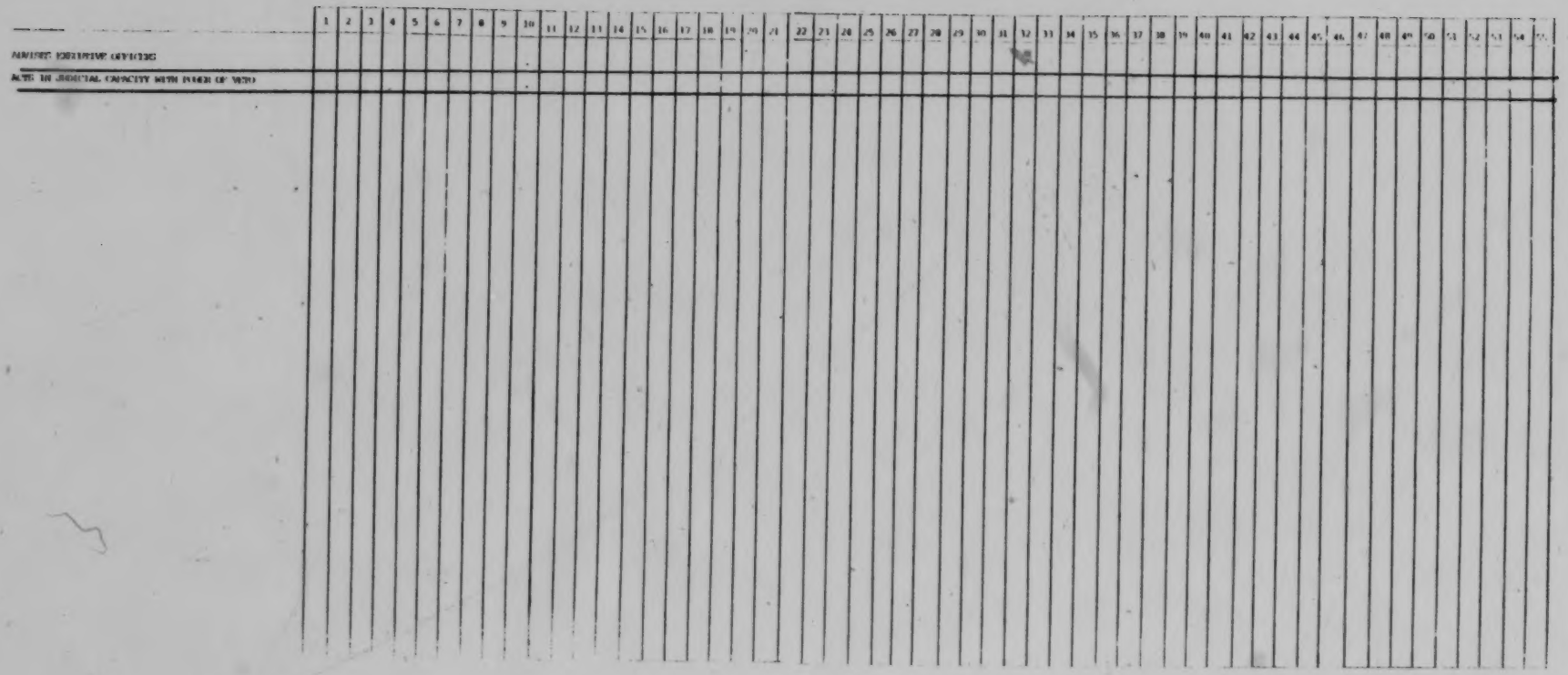
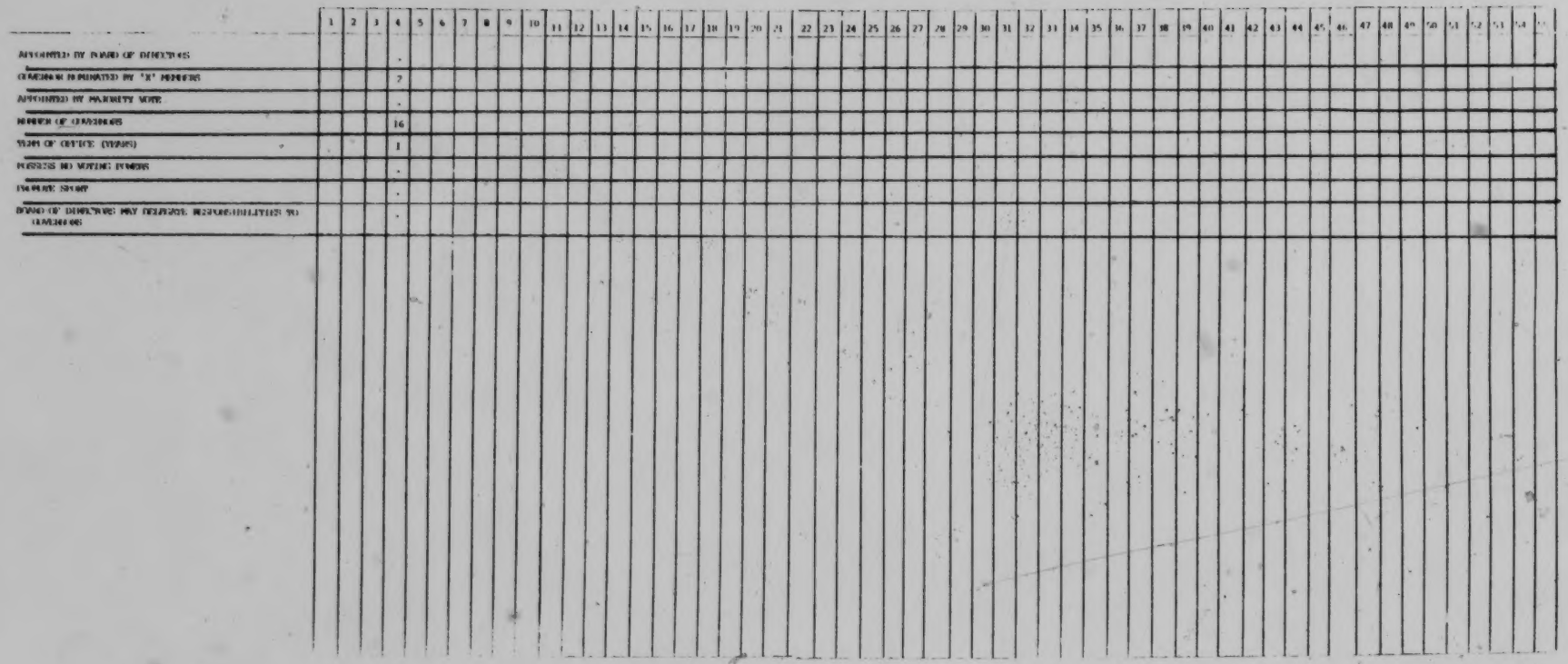


TABLE 92

BOARD OF GOVERNORS OF ASSOCIATION